



WHISTLEBLOWER STANDARD

BST018 - REV 1 – 19/12/2019

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1. CONTEXT

Base Resources is a creative resource company which exists to enrich its people, the communities in which it operates and its shareholders.

Central to the Base Way is a belief in the potential of all people, the power of a team and a commitment to uphold absolute integrity at all times.

Inappropriate conduct by any Base employee can have a rapid and destructive impact on both the workplace culture and Base's business and its reputation. Accordingly, it is important for Base to be made aware of any such inappropriate conduct so that it can act quickly and decisively.

Base recognises that, in order to foster an open working environment where inappropriate conduct is reported, it is important for individuals who are aware of possible inappropriate conduct to have the confidence to speak up, and tell it how it is, in the knowledge that they will be protected and supported, and their reports will be dealt with appropriately.

2. PURPOSE

The purpose of this Standard is to provide a transparent mechanism for:

- Base individuals to report instances of inappropriate conduct safely, securely and with confidence that they will be protected and supported; and
- dealing with any such reports appropriately and in a timely manner.

In this way, this Standard and its implementation also seeks to both encourage the reporting of inappropriate conduct and deter inappropriate conduct.

This Standard is available to all officers and employees of Base from the Governance section of our website (www.baseresources.com.au) and in the Policies and Procedures folder on Group File Share.

References to Base in this Standard are to Base Resources Limited and each of its subsidiaries.

3. WHO DOES THIS STANDARD APPLY TO?

This Standard applies to all **Base individuals** being current or past:

- directors, officers or employees of Base;
- contractors or suppliers of goods or services to Base, and their current or past employees; and
- associates of Base.

Base individuals also include a relative, dependent or spouse of an individual mentioned above.

4. CONDUCT THAT THIS STANDARD APPLIES TO

4.1 Inappropriate conduct

This Standard applies to **inappropriate conduct** that you have reasonable grounds to suspect has occurred or is occurring within Base. This Standard applies even if your report turns out to be incorrect, provided you have reasonable grounds for your suspicion of inappropriate conduct.

Inappropriate conduct is any conduct at Base, or conduct by an officer or employee of Base, which:

- is dishonest, fraudulent or corrupt, including bribery, money laundering or any other activity in breach of Base’s Integrity Standard;
- is illegal, such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of or offences under any applicable laws or regulatory requirements;
- is unethical or in breach of Base’s policies (such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching Base’s Integrity Standard);
- is potentially damaging to Base, a Base Individual or the public, such as unsafe work practices, environmental damage, health risks or abuse of Base’s property or resources;
- poses a significant risk to public safety or the stability of financial systems (even if it does not involve a breach of applicable law);
- amounts to an abuse of authority;
- may cause financial loss to Base, damage its reputation or otherwise be detrimental to Base’s interests; or
- involves any other kind of misconduct or an improper state of affairs or circumstances in relation to Base or its tax affairs.

Inappropriate conduct can include conduct that may not be a contravention of any applicable law.

Inappropriate conduct also includes causing or threatening to cause detriment to any Base individual who has made a report or is believed or suspected to have made or be planning to make a report under this Standard.

4.2 Personal work-related grievances

This Standard does not apply to reports about **personal work-related grievances**, unless the report also has significant implications for Base or concerns inappropriate conduct.

As set out in Section 8 in more detail, the Whistleblower Protection Officer assigned responsibility for a report will determine whether a report is about personal work-related grievance and whether this Standard applies to that report. If the responsible Whistleblower Protection Officer determines that report is about a personal work-related grievance and that this Standard does not apply to that report, the report will be dealt with in accordance with Base’s Fair Treatment Standard. For details about Base’s approach for managing, resolving and investigating personal work-related grievances, refer to Base’s Fair Treatment Standard.

A report is considered a **personal work-related grievance** if it is about any matter in relation to an individual’s employment or former employment which has, or tends to have, implications only for the individual personally.

Examples of grievances that may be a **personal work-related grievance** include:

- a decision about the engagement, transfer or promotion of a Base employee;
- a decision about the terms and conditions of engagement of a Base employee; or
- a decision to suspend or terminate the engagement of a Base employee, or otherwise to discipline a Base employee.

5. HOW TO MAKE A REPORT OF INAPPROPRIATE CONDUCT?

5.1 Who should I report inappropriate conduct to?

To identify inappropriate conduct and address wrongdoing as early as possible, Base encourages reports of such conduct to be made by contacting:

- in the case of Base individuals located in Australia or Kenya, **Expolink** by telephone or online;
- in the case of Base individuals located in Madagascar, **Expolink** online; *or*
- a Whistleblower Receiving Officer.

Expolink is an independent whistleblower service provider that has been specifically engaged for the purposes of providing Base individuals with an external option for reporting inappropriate conduct.

The contact details for **Expolink** are below, as are the names of the **Whistleblower Receiving Officers** and their contact details.

External Contacts	Contact Details
Expolink	<p>For Australia-based Base individuals:</p> <ul style="list-style-type: none"> • by Phone (toll free)- 1800 121 889; • online at wrs.expolink.co.uk/baseresources; or • via the SpeakingUp app, access code baseresources. <p>For Kenya-based Base individuals:</p> <ul style="list-style-type: none"> • by phone (toll free) – 0800 723 132; • online at wrs.expolink.co.uk/basetitanium; or • via the SpeakingUp app, access code basetitanium. <p>For Madagascar-based Base individuals:</p> <ul style="list-style-type: none"> • online at wrs.expolink.co.uk/basetoliara; or • via the SpeakingUp app, access basetoliara.

Internal Contacts - Whistleblower Receiving Officers	
Non-Executive Chair – Keith Spence	General Manager External Affairs Base Titanium – Simon Wall
Managing Director – Tim Carstens	General Manager Environment and Community Affairs Base Titanium – Colin Forbes
Executive Director – Operations & Development – Colin Bwye	General Manager Marketing – Stephen Hay
Chief Financial Officer – Kevin Balloch	General Manager Project Development – Andre Greyling

Internal Contacts - Whistleblower Receiving Officers	
General Counsel – Chadwick Poletti	General Manager Operations Base Titanium – Denham Vickers
General Manager External Affairs Base Toliara – Jean Bruno Ramahefarivo	General Manager Operations Base Toliara – Michael Rose

Base’s preference is that you raise reports of inappropriate conduct with Expolink or a Whistleblower Receiving Officer. However, to qualify for protection under the Australian whistleblower laws, you may also make a report to certain additional internal and external individuals. Refer to Schedule 1 of this Standard for further details.

5.2 Can I make a report anonymously?

A Base individual can make a report of inappropriate conduct anonymously or adopt a pseudonym (false name) for the purposes of their report. You may also choose to remain anonymous over the course of any subsequent investigation and after any subsequent investigation is finalised. In addition, you are entitled to refuse to answer any questions if they could reveal your identity.

If you wish to remain anonymous, it is very important to ensure that a means by which Base may contact you is available in case of any follow-up questions, for the purposes of any subsequent investigation or to provide you with feedback.

5.3 What happens after a report of inappropriate conduct is received?

As explained in Section 8 in more detail, when Expolink or a Whistleblower Receiving Officer receives a report, they will, subject to the confidentiality obligations in Section 6, only provide details of your report to the **Whistleblower Protection Officers**. If any of the members of EXCO have a personal interest in a report, no details of the report will be provided to EXCO, and the report will only be provided to the Non-Executive Chair.

The Whistleblower Protections Officers are set out in the table below.

Whistleblower Protection Officers
Non-Executive Chair – Keith Spence
Managing Director – Tim Carstens
Executive Director – Operations & Development – Colin Bwye

6. CONFIDENTIALITY PROTECTIONS

6.1 Will my identity be confidential?

Base is committed to ensuring the utmost confidentiality in respect of all reports of inappropriate conduct made under this Standard.

If a Base individual makes a report of inappropriate conduct, the identity of that individual (or information that is likely to lead to their identity becoming known) will not be disclosed, unless the individual has consented to the disclosure or the disclosure is otherwise permitted under the Australian whistleblower laws. Refer to Schedule 1 for further details.

6.2 What information about my report will be disclosed?

Base may disclose information contained in a report of inappropriate conduct without the Base individual's consent if:

- the information does not include the Base individual's identity;
- Base has taken all reasonable steps to reduce the risk that the Base individual will be identified from the information; and
- it is reasonably necessary for investigating the issues raised in the report.

6.3 Measures for protecting confidentiality

Base will ensure that any records (whether in paper or electronic form) relating to a report of inappropriate conduct are stored securely and confidentially, and are only able to be accessed by Base staff who are authorised to access the information for the purposes of assessing or investigating the report. In addition, Base will carry out a risk assessment in respect of each report of inappropriate conduct to determine if any additional measures are required.

6.4 Consequences of breach, complaints and further information

Any disclosure of information in breach of this Standard will be regarded as a very serious matter and will be dealt with under Base's Unacceptable Performance and Misconduct Standard. It may also be an offence under the Australian whistleblower laws.

If you believe that there has been any disclosure of your identity, information that is likely to lead to your identification or information contained in a report other than in accordance with this Standard, you may lodge a complaint with any Whistleblower Protection Officer. You may also lodge a complaint with the Australian Securities Investments Commission or, if the report concerns Base's tax affairs, the Australian Taxation Office.

You can also ask a Whistleblower Protection Officer for details of the procedures Base has in place to ensure confidentiality.

7. PROTECTIONS FROM DETRIMENT

7.1 Will I be protected if I make a report?

Base is committed to protecting the rights of any Base individual who reports inappropriate conduct and ensuring that they are treated fairly and do not suffer any detriment.

No person at Base may cause or threaten **detriment** to any person for a reason which includes that they or any other person:

- has reported or proposes to report inappropriate conduct; or
- is suspected to have or believed to have, or could have, reported inappropriate conduct.

Detriment includes (but is not limited to):

- dismissal of an employee;
- 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, reputation;
- damage to a person's business or financial position; and
- taking action against a person to enforce a right (for example, a breach of confidentiality) or subjecting to them to any liability or action.

However, detrimental conduct will not include:

- an administrative action that is reasonable to protect a Base individual that has reported inappropriate conduct from detriment; or
- taking action to address unsatisfactory work performance by a Base individual that has reported inappropriate conduct in line with Base's Unacceptable Performance and Misconduct Standard.

7.2 Measures to protect against detriment

Whistleblower Protection Officers will ensure that appropriate measures are put in place to protect the welfare of Base individuals that report inappropriate conduct.

After a report of inappropriate conduct is received, the Whistleblower Protection Officers will carry out an assessment of the risk of detriment against that Base individual to decide the appropriate measures to put in place. Such measures may involve:

- allowing the Base individual to perform their duties from another location;
- making other modifications to the Base individual's workplace; or
- where a Base individual works in an office where no Whistleblower Protection Officer is based, requiring a General Manager in that office to monitor the Base individual.

If, having made a report of inappropriate conduct, you require any support services, such as counselling, you should contact a Whistleblower Protection Officer.

7.3 Consequences of breach, complaints and further information

If you believe you have been the subject of any act or threat of detriment in breach of this Standard, you should report this to a Whistleblower Protection Officer. You may also lodge a complaint in respect of any such acts or threats with the Australian Securities Investments Commission or, if the report concerns Base's tax affairs, the Australian Taxation Office.

Any acts or threats of detriment will be regarded as a very serious matter and will be dealt with under Base's Unacceptable Performance and Misconduct Standard. It may also be an offence under the Australian whistleblower laws.

8. HOW WILL A REPORT OF INAPPROPRIATE CONDUCT BE INVESTIGATED?

When a report of inappropriate conduct is made under this Standard, the following steps will be followed:

- The person who receives a report of inappropriate conduct must provide the information to the Whistleblower Protection Officers as soon as practicable. The person must remove any information which identifies or may identify the Base individual prior to doing so (unless the Base individual has provided their consent to that disclosure). If the report concerns a member of EXCO, then the person must only provide the information to the Non-Executive Chair.
- A Whistleblower Protection Officer will then be assigned responsibility for the report and that Whistleblower Protection Officer must determine whether the report falls within the scope of this Standard.
- In the case of a report concerning a member of EXCO, the Non-Executive Chair will be responsible for the report and determining whether it falls within this Standard.

The responsible Whistleblower Protection Officer is referred to in this Standard as the **Whistleblower Investigating Officer**.

- The Whistleblower Investigating Officer must determine the following:
 - the nature and scope of the investigation to be carried out;
 - the person(s) within and/or outside Base that should investigate the report;
 - the nature of any technical, financial, tax or legal advice that may be required to support the investigation; and
 - the timeframe for the investigation.
- Once selected, the investigator must conduct any investigation in an objective and fair manner, including by providing any employee who has been adversely mentioned in the report with an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made.
- The Whistleblower Investigating Officer will determine the updates to be provided to the reporting Base individual, how and to who the outcome of the investigation is reported and the actions to be taken as a result of the investigation. Any reporting of the outcome of the investigation must comply with the confidentiality provisions in Section 6.1.
- The Whistleblower Investigating Officer, the other Whistleblower Protection Officers and other persons responsible for or involved in an investigation must take all reasonable steps to comply with the confidentiality provisions in Section 6.1.

9. HOW THIS STANDARD INTERACTS WITH AUSTRALIAN WHISTLEBLOWER LAWS

By making a report in accordance with this Standard, you may be afforded protection under the Australian whistleblower laws.

The **Australian whistleblower laws** are Part 9.4AAA of the *Corporations Act 2001* (Cth) and Part IVD of the *Taxation Administration Act 1953* (Cth).

A high-level summary of circumstances in which the Australian whistleblower laws may apply to protect a report of inappropriate conduct is set out in Schedule 1, together with some other high-level information about those laws. For more information about these laws, see the information available

on the Australian Securities and Investments Commission website (www.asic.gov.au) and the Australian Taxation Office website (www.ato.gov.au).

10. REPORTING TO THE BOARD OR THE RISK COMMITTEE

Subject to the confidentiality obligations in Section 6, EXCO must provide the Board or the Risk Committee at or around the same time as each Risk Committee meeting with an update on all material whistleblower matters, including information on:

- the status of any investigations underway;
- the outcomes of any investigations completed; and
- actions taken as a result of any reports or investigations.

11. RESPONSIBILITY AND STANDARD REVIEW

EXCO is responsible for the oversight and monitoring of this Standard. This Standard must be reviewed by EXCO every two years.

EXCO is authorised to make any amendments to this Standard considered necessary, provided that any such amendments are notified to the Board or the Risk Committee.

12. QUESTIONS

If you have any questions or would like any further information, including about how this Standard works, what this Standard covers and how a report will be handled, you should contact a Whistleblower Protection Officer.

13. SUPPORTING DOCUMENTS

Whistleblower System Description – BSD018

Whistleblower Process – BPR018

Integrity Standard – BST009

Fair Treatment Standard – BST010

Unacceptable Performance and Misconduct Standard – BST008

SCHEDULE ONE

Note: The information below is a general summary only and is not legal advice.

1. CONDITIONS TO PROTECTION

As Base Resources Limited is an Australian Company, the Australian Corporations Act and the Australian Tax Administration Act protect reports relating to Base if the following conditions are satisfied:

- the report is by a Base individual (such individuals are referred to in both Acts as an **“eligible whistleblower”**);
- the report is made to, among others;
 - a Whistleblower Receiving Officer or Expolink;
 - a director, company secretary or senior manager of Base;
 - Base’s external auditor or a member of that audit team (such recipients are referred to in the Corporations Act as **“eligible recipients”**)¹; or
- in the case of the Corporations Act, the report concerns any misconduct or improper state of affairs in relation to Base that the Base individual suspects on reasonable grounds (such matters are referred to in the Corporations Act as **“disclosable matters”**); or
- in the case of the Tax Administration Act, the report concerns any misconduct or improper state of affairs in relation to Base’s tax affairs.

Reports by a Base individual of disclosable matters to the Australian Securities and Investments Commission² or the Australian Prudential Regulator Authority are also protected under the Corporations Act.

Reports to the Australian Commissioner of Taxation by a Base individual will also be protected if the information may assist the Commissioner to perform his or her functions or duties under a taxation law in relation to Base.

The Acts also protect reports by a Base individual to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions of the relevant Act.

¹ This list of “eligible recipients” is not exhaustive. For a full list of the “eligible recipients” under one of the Acts, refer to that Act.

² For further information on how ASIC handles whistleblower reports refer to ASIC Information Sheet 239 (How ASIC handles whistleblower reports) which can be accessed at <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>.

2. EMERGENCY AND PUBLIC INTEREST DISCLOSURES

Reports by a Base individual to journalists or Australian parliamentarians are also protected under the Corporations Act, provided the report constitutes an “emergency disclosure” or “public interest disclosure” for the purposes of that Act.

For a report to constitute an “emergency disclosure” or “public interest disclosure” a number of criteria must be satisfied. They included that:

- the report must have previously been made to the Australian Securities and Investments Commission, or the Australian Prudential Regulator Authority or another prescribed Commonwealth body; and
- written notice must have been provided to the relevant company before the “emergency disclosure” or “public interest disclosure” (as applicable) was made.

Accordingly, a Base Individual should seek independent legal advice before making a public interest disclosure or an emergency disclosure.

3. PROTECTIONS AFFORDED

When the conditions to protection under the Acts are met, the protections afforded include that:

- the whistleblower may be protected from civil, criminal or administrative legal action for making the report;
- the whistleblower may be protected from contractual or other remedies being sought against for making the report;
- the reported information may not be admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty; and
- the whistleblower may be entitled to seek compensation and other remedies through the courts if they are subject to any detriment or threats of detriment.

4. CONFIDENTIALITY

Under both Acts, the person receiving a report that qualifies for protection commits an offence if they disclose the whistleblower’s identity, unless the disclosure occurs with the whistleblower’s consent or is to:

- an in-house or external lawyer for the purposes of obtaining legal advice or legal representation in relation to the whistleblower provisions of the relevant Act;
- the Australian Federal Police;
- in the case of a report qualifying for protection under the Corporations Act, the Australian Securities and Investments Commission or the Australian Prudential Authority; or
- in the case of a report qualifying for protection under the Tax Administration Act, the Australian Commissioner of Taxation.

5. PERSONAL WORK-RELATED GRIEVANCES

The protections in the Corporations Act do not apply to the extent that a report concerns “personal work-related grievances” for the purposes of that Act and does not relate to any detriment or threat of detriment to the reporting individual³, or the disclosure is made to:

- an in-house or external lawyer for the purposes of obtaining legal advice or legal representation in relation to the Australian whistleblower laws;
- the Australian Federal Police, the Australian Securities and Investments Commission or the Australian Prudential Authority; or
- if the report concerns Base’s tax affairs, the Australian Taxation Office.

³ A report concerning a personal work-related grievance that is made to a legal practitioner may still qualify for protection under the Corporations Act.