

# BROCKMAN

## BROCKMAN MINING LIMITED

布萊克萬礦業有限公司\*

### WHISTLEBLOWER POLICY

#### 1. Introduction

A whistleblower is a person who raises concerns about practices and procedures in a company, including concerns relating to fraud, illegal, immoral or illegitimate practices, misconduct or malpractice.

Brockman Mining Limited (Brockman or Company) is committed to responsible corporate governance, including the establishment of measures to encourage employees and representatives of Brockman to identify and report in good faith any concerns relating serious misconduct which is, or potentially could be:

- A criminal offence (including theft, drug use/sale, violence or threatened violence and criminal damage to property);
- A breach of a legal obligation;
- Dishonest, fraudulent or corrupt;
- A serious risk to the health of an individual, the general public, the environment or the financial system;
- In breach of any of the Company's other codes of conduct or policies; or
- Designed to conceal business records or other evidence related to any of the factors above.

(collectively, 'Inappropriate Conduct').

Accordingly, the Board and management have endorsed this Whistleblower Policy to encourage and foster a culture of integrity and responsibility within the Company and its related entities (the Group).

#### 2. Statement of purpose

- Promote the responsibility of Brockman's directors, officers, employees, consultants and contractors (Employees for the purpose of this policy), any other parties acting as representatives or agents of Brockman (Representatives) and suppliers of goods and services to Brockman and employees of suppliers (Suppliers), to report Inappropriate Conduct within the Group;
- Outline the mechanisms through which Inappropriate Conduct can be reported;
- Outline the procedures for responding to reports of Inappropriate Conduct;
- Encourage Employees, Representatives and Suppliers to disclose Inappropriate Conduct by highlighting the protections offered to those who disclose such conduct and have reasonable grounds for suspecting Inappropriate Conduct; and
- Ensure that Inappropriate Conduct is identified, addressed appropriately and prevented in the future.

#### 3. Scope

This Policy applies to all of Brockman's Employees, Representatives and Suppliers, and their relatives or dependents (Eligible Whistleblowers).

#### 4. Sources of legal obligations

The sources of legal obligations for this policy are the local and international laws aimed at protecting Eligible Whistleblowers and their ability to raise concerns regarding Inappropriate Conduct.

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## 5. Company commitment

Brockman is committed to ensuring that Eligible Whistleblowers are able to raise concerns about any known, or suspected, Inappropriate Conduct within the Group.

To support this commitment and promote transparency, Brockman provides Eligible Whistleblowers with a process (set out in Section 7 and Annexure A of this Policy) to confidentially disclose Inappropriate Conduct without fear of reprisal, dismissal or discriminatory treatment.

Each disclosure will be considered and investigated to ensure Inappropriate Conduct is detected and addressed appropriately.

## 6. Protected disclosure

An Eligible Whistleblower who discloses Inappropriate Conduct in accordance with this Policy will be protected from reprisal or repercussions in connection with such a disclosure from Brockman, provided that the disclosure is made based on reasonable grounds for suspecting Inappropriate Conduct.

Where an Eligible Whistleblower's disclosure of Inappropriate Conduct is considered to be maliciously false or unreasonable, the Eligible Whistleblower may be subject to disciplinary action.

## 7. Reporting Inappropriate Conduct

In order to qualify as a Protected Disclosure under this Policy, a disclosure of known, or suspected, Inappropriate Conduct must be made in accordance within this Section.

Where an Eligible Whistleblower is concerned about Inappropriate Conduct observed within the Group, he or she can discuss it with an immediate manager/supervisor at the first instance.

However, where an Eligible Whistleblower feels uncomfortable in raising a concern with an immediate manager/supervisor, or is not satisfied with the response of the manager/supervisor, the concern can be raised either internally or externally as outlined below.

Brockman's Compliance Officer, as follows:

In writing:

Mr. Jason Chan – Compliance Officer  
Company Secretary  
Unit 3903B Far East Finance Centre  
16 Harcourt Road Admiralty  
Hong Kong

Email: [jasonchan@brockmanmining.com](mailto:jasonchan@brockmanmining.com)

The Compliance Officer reports directly to the Audit Committee and is required to promptly communicate all reports of Inappropriate Conduct to the Group's Audit Committee.

An Eligible Whistleblower may remain anonymous when making a disclosure. An Eligible Whistleblower who discloses Inappropriate Conduct to:

- A government agency;
- A legal practitioner for the purpose of obtaining legal advice or legal representation; or
- Any other person permitted by law,

In compliance with local law, will continue to be protected under this Policy.

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Further information on the investigation process is set out in Annexure A to this Policy.

## **8. Confidentiality**

Brockman will take all reasonable steps to maintain the confidentiality of Eligible Whistleblowers. If known, the identity, of the Eligible Whistleblower will only be disclosed to persons who have an obligation to investigate or to take remedial or disciplinary action in respect of Inappropriate Conduct.

In limited circumstances, Brockman may be required to disclose the identity of the Eligible Whistleblower, details of the Inappropriate Conduct or information that may lead to the identification of the Eligible Whistleblower (including where it is required by law and where it is deemed to be necessary to prevent or mitigate a serious threat to a person's health and safety).

Eligible Whistleblowers may remain anonymous when reporting Inappropriate Conduct. However, the anonymity of an Eligible Whistleblower may, in certain circumstances, hinder investigations into Inappropriate Conduct or any future remedial or disciplinary action or prosecution in respect of Inappropriate Conduct.

## **9. Protections for Eligible Whistleblowers**

In addition to maintaining the confidentiality of Eligible Whistleblowers, Brockman is committed to supporting Eligible Whistleblowers and protecting them from any detriment they may experience as a consequence of reporting of Inappropriate Conduct in accordance with this Policy.

Detriment includes any dismissal from employment, injury, harm a disadvantageous alteration of an employee's position or duties, discrimination, harassment, intimidation, damage to a person's property or any other damage to a person.

Brockman does not condone any act which causes a detriment to an Eligible Whistleblower, his or her colleagues or family members. An act which causes detriment will be considered serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures. Such an act may also constitute an offence under some laws, and may result in a financial penalty or imprisonment.

Brockman is committed to ensuring the fair treatment of Employees mentioned in the disclosure of Inappropriate Conduct under this Policy. Where possible, an Employee will be given an opportunity to respond to any aspect of the disclosure which relates to the Employee.

Where it is alleged that an Employee is involved in Inappropriate Conduct, and the Employee co-operates with an internal investigation into such conduct, the fact that he or she has disclosed further Inappropriate Conduct in accordance with the Policy may be a mitigating factor when determining whether disciplinary action should be taken against the Employee.

A person who discloses information which solely relates to a personal work-related grievance of the discloser and does not involve any detriment to the discloser, or any threat made to the discloser, will not be entitled to protection under this Policy.

## **10. Feedback and communication with the Eligible Whistleblower**

An eligible Whistleblower will be informed of the final results of an investigation into Inappropriate Conduct which he or she has disclosed, wherever reasonably practicable.

## **11. Maintaining business records**

The Audit Committee keeps complete and accurate records regarding disclosures of Inappropriate Conduct to the extent required by relevant laws and subject to safeguards that ensure their confidentiality.

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## **12. Reporting**

The Audit Committee summarises the activities under this Policy on an annual basis to the Board, subject to confidentiality considerations.

## **13. Communication**

Brockman regularly communicates this Policy to employees, representatives and suppliers through established communication channels.

## **14. Review of this policy**

The Audit Committee is responsible for keeping this Policy up to date. A formal review of this Policy will occur every two years or earlier as a result of changes in law or regulation.

This Policy will be submitted for review by the Audit and Risk Management Committees, who will make recommendations to the Board. The Board is responsible for approving this Policy.

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## **Annexure A – Investigation Process**

Investigation Process comprises the following steps:

### Step 1: Preliminary investigation

Upon receipt of a disclosure, the Compliance Officer and Audit Committee (Investigation Team) will evaluate the validity and relevance of the concerns raised and decide if a full investigation is warranted. If an investigation is warranted, it shall take appropriate measures to implement a thorough investigation of the alleged Inappropriate Conduct.

### Step 2: Advice to employees

Where the Investigation Team determines that the disclosure has substance, is made by an eligible Whistleblower and qualifies for protection, any Employee concerned will be advised of the nature of the disclosure, the potential impact on their employment (or their relationship with Brockman) if the contents of the disclosure are substantiated, their right to be represented and the fact that the matter will be fully investigated.

### Step 3: Stand down

The Investigation Team may recommend the stand down an Employee (or suspend the Employee's services to Brockman) and require the Employee to remain available for discussions on the matter. However, a stand down or suspension does not necessarily constitute disciplinary action.

### Step 4: Formal investigation

A formal investigation will then be carried out by the Investigation Team. Discussions will be held with all persons considered appropriate by the Investigation Team, including any person involved in the Inappropriate Conduct. The format and length of an investigation will vary depending upon the nature and particular circumstances of each disclosure made. The matters raised may be investigated internally, be referred to relevant public bodies or regulatory/law enforcement authorities.

### Step 5: Interview employees

Any Employee concerned will then be advised of the time, date and venue of a meeting to discuss the matter further. Employees will be reminded of their right to be represented in the meeting.

During an interview, the relevant Employee will be given the opportunity to provide an explanation, make further submissions on his or her own behalf and ask questions.

### Step 6: Consider Employee Explanations

After an interview, the Investigation Team will consider the explanation and any other information provided by the relevant Employee. Further investigations will be conducted if required.

### Step 7: Decision

If the investigation Team determines that the contents of the disclosure are not substantiated, no detrimental action will be taken against any Employee, and any stand down or suspension will be lifted.

If the Investigation Team determines that the contents of the disclosure are substantiated, the appropriate form of disciplinary action shall be determined and applied.

*In cases of Inappropriate Conduct by Employees, relevant Employees may be dismissed without notice to the extent permissible by law.*

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*In cases of Inappropriate Conduct by parties other than Employees, Brockman reserves the right to terminate its relationship with relevant parties immediately, to the extent permitted by law.*

## Step 8: Reporting to local authorities

If there is sufficient evidence to suggest that a case of possible criminal offence or corruption exists, the matter will be reported to relevant local authorities (for instance, the Independent Commission Against Corruption in Hong Kong or the Australian Federal Police in Australia).

Once the matter is referred to relevant authorities, the Group will not necessarily be able to take further action on the matter.

## Step 9: Implementation

Wherever reasonably practicable, the Investigation Team will call a meeting to explain the decision to any Employee concerned. Each relevant Employee is entitled to be represented and/or have another person present as a witness.

After any such meeting the decision will be confirmed in writing.

## Step 10: Documentation

The Investigation Team is responsible for preparing a report which sets out the results of an investigation and any corrective action taken.

All written reports are sent to the Audit and/or Risk Management Committees to ensure that the respective committees are aware of the nature of any Inappropriate Conduct and is able to implement measures to ensure that any such Inappropriate Conduct does not occur again.