

WHISTLEBLOWER POLICY

VERSION NO.	2.0
RESPONSIBLE PERSON/S	Board

VERSION HISTORY				
VERSION	APPROVED BY	REVISION DATE	DESCRIPTION OF CHANGE	AUTHOR/S
1.0	Board	June 2020	New Policy	-
2.0	Board	October 2022	Catherine Huynh replaces Peter Sherrington as Whistleblower Protection Officer	Catherine Huynh

1.0 POLICY PURPOSE AND APPLICATION

Arafura Rare Earths Limited and its subsidiaries (collectively, **Arafura or the Company**) are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. The Company's values teamwork, respect and integrity and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. This policy supports the Company's Statement of Values and has been adopted to provide a safe and confidential environment for people to raise any such concerns without fear of reprisal.

This policy sets out:

- when you will be protected for speaking up about misconduct;
- the protections that will be provided to you if you speak up; and
- how disclosures made under this policy will be handled by the Company.

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

This policy is available in the Corporate Governance section of the Company's website.

This policy also protects those who are entitled to Whistleblower protection under the Australian Whistleblower laws (see section 8.0 of this policy).

2.0 WHO IS PROTECTED UNDER THIS POLICY?

You will be protected under this policy if:

- you are one of the individuals set out in section 3.0;
- you disclose information about the type of matters set out in section 4.0; and

Arafura Rare Earths Limited | ABN: 22 080 933 455

Perth Address:

Level 6, 432 Murray St, Perth WA 6000
PO Box 5773, St Georges Terrace, Perth WA 6831

Darwin Address:

Unit 34, 119 Reichardt Rd, Winnellie NT 0820
PO Box 37220, Winnellie NT 0821



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- you disclose that information:
 - internally to one of the persons set out in section 5.0; or
 - externally to one of the persons set out in section 8.0.

3.0 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:

- an officer or employee of the Company, including permanent, part-time, fixed-term or temporary employees or interns, and secondees;
- a contractor or supplier of goods and services to the Company (whether paid or unpaid) (for example, consultants, service providers and business partners), including an employee of such a contractor or supplier; or
- an associate of the Company; or
- a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of the above.

4.0 WHAT MAY A PROTECTED DISCLOSURE BE ABOUT?

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 the Company officer or employee) where you have reasonable grounds to suspect it 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 Whistleblower laws unless they include information of the matters detailed in section 4.2.

4.1 Examples of disclosable matters

Some examples of matters that qualify for protection under the Australian Whistleblower laws are:

- conduct that amounts to a criminal offence or contravention of the *Corporations Act 2001* (Cth) or *Australian Securities and Investments Commission Act 2001* (Cth);
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment;
- illegal conduct, such as theft, dealing in, or use of, illicit drugs, actual or threatened violence, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- fraud, money laundering or misappropriation of funds;
- negligence, default, breach of trust or breach of duty;
- any conduct that may indicate a systemic issue in relation to the Company;
- conduct relating to business behaviours and practices that may cause consumer harm;
- conduct that represents a danger to the public or the financial system;

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- information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system;
- misconduct in relation to the Company's tax affairs; or
- 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.

4.2 Personal work-related grievances

A personal work-related grievance means a grievance about any matter in relation to your employment or former employment that has, or tends to have, implications only for you personally. Examples of a personal work-related grievance include (but are not limited to):

- an interpersonal conflict between you and another employee;
- a decision that does not involve a breach of workplace laws;
- a decision about your engagement, transfer or promotion;
- a decision about your terms and conditions of engagement, payroll or remuneration; or
- a decision to suspend or terminate your engagement, or otherwise discipline you.

A personal work-related grievance can only be reported under this policy or Australian Whistleblower laws if the concern:

- has significant implications for the Company and indicates disclosable matters;
- relates to your actual or threatened detrimental treatment where you have already made a report under this policy or under Australian Whistleblower laws;
- is a mixed report including both disclosable matters and a personal work-related grievance; or
- relates to information suggesting misconduct beyond your personal circumstances.

If your disclosure is a **solely** personal work-related grievance, you should report it through other channels, for example, by contacting HR or your line manager.

4.3 Reasonable grounds to make the disclosure

You may still qualify for protection if your disclosure turns out to be incorrect, but you must have reasonable grounds for suspecting that the information you are disclosing concerns misconduct or an improper state of affairs or circumstances in relation to the Company.

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.

5.0 WHO MAY RECEIVE A PROTECTED DISCLOSURE?

All of the people listed in this section may receive disclosures that qualify for protection under the Australian Whistleblower laws. However, we encourage you to make your disclosure to our dedicated Whistleblower Protection Officer.

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<p>Whistleblower Protection Officer – Catherine Huynh (Company Secretary)</p>	<p>Phone: 08 6370 2800 Email: chuynh@arultd.com Mail: PO Box 5773, St Georges Terrace, Perth WA 6831</p>
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If you prefer, you may instead make a disclosure to the following people:

- any officer or senior manager of the Company;
- an external auditor (including a member of an audit team conducting an audit on the Company); or
- the Company's registered tax agent, if the disclosure concerns the Company's tax affairs or the tax affairs of an associate of the Company, or an officer or employee at the Company who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

If you are one of the people listed above and you receive a disclosure, you must, in the first instance, contact the Whistleblower Protection Officer(s), ensuring that you do not identify the discloser or reveal any details which, alone or taken together, may identify that person unless the discloser has consented to being identified. This includes the discloser's name and personal markers such as employee ID, personal contact details, gender, role, team or office location.

6.0 HOW MAY A PROTECTED DISCLOSURE BE MADE?

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

An example form, for making a disclosure, is attached to this policy and is also available in the Corporate Governance section of the Company's website.

If you make a disclosure from or to an email address, your email may be accessed by certain people 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, by mail or by hand.

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

You may wish to obtain independent legal advice before making a disclosure. That communication with your legal adviser will also be protected under the Australian Whistleblower laws.

7.0 LEGAL PROTECTIONS FOR DISCLOSERS

7.1 Confidentiality and secure record-keeping

All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a discloser will be identified.

The Company will do this by:

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

7.1.1 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:

- 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);
- 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;
- 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 Company's tax affairs or the tax affairs of an associate of the Company; or
- 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.

7.2 Provision of identity to a court or tribunal

Whistleblower identity information should only be provided to a court or tribunal in limited where it is necessary to give effect to the Whistleblower laws or the court or tribunal thinks it necessary in the interests of justice to do so.

No-one at the Company 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 Whistleblower Protection Officer.

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.

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7.3 Protection from detriment

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

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

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

"**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 or financial position;
- taking action against a person (including any disciplinary action or imposing a liability) for making a disclosure; or
- threats of any of the above.

However, the Company is entitled to take steps that:

- 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
- relate to managing unsatisfactory work performance in line with the Company's Employee Performance & Disciplinary Review Guidelines.

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.

7.4 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:

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

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7.5 Compensation and other remedies

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

- you suffer loss, damage or injury because of a disclosure; and
- the Company 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.

8.0 HOW THIS POLICY INTERACTS WITH 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 in section 0) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian Whistleblower laws;
- ASIC, APRA or the ATO; or
- 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**:
 - you previously made a disclosure of that information to either ASIC, APRA or another Commonwealth body prescribed by regulation; and
 - 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 the ATO website.

9.0 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 Whistleblower Protection Officer (or to the Managing Director if the disclosure is about the Whistleblower Protection Officer), as soon as practicable, ensuring your identity is protected, unless you have consented otherwise.
STEP 2	The Whistleblower Protection Officer (or Managing Director) will determine whether your disclosure is covered by this policy and if a formal, in-depth investigation is required. If an investigation is required, the Whistleblower Protection Officer (or Managing Director) 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 Whistleblower Protection Officer (or Managing Director) may consider an external investigation is appropriate to ensure fairness and independence or because specialist skills or expertise are required.
STEP 3	The investigator 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 10.0. 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.
STEP 4	The outcome of the investigation will be reported to the Audit and Risk Management Committee (protecting your identity, if applicable) and may, if the Whistleblower Protection Officer (or Managing Director) considers appropriate, be shared with you and any persons affected by the disclosure.

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

We encourage you to raise any concerns you have about the investigation of your disclosure (including breach of confidentiality) with the Whistleblower Protection Officer or the person to whom you made your disclosure.

9.2 Duration of investigation

An initial review may generally be completed within 4 weeks of the Company's receipt of your report while further inquiries or investigations may take up to 12 weeks. However, timeframes for inquiries or investigations will vary depending on the nature of your report.

9.3 The Company may require further information to investigate disclosures

The Company may not be able to undertake an investigation if it is not able to contact you or receive additional information from you to fully investigate your disclosure. If you have made your disclosure anonymously, we suggest you maintain ongoing two-way communication with the Company, so the Company may ask follow-up questions or provide feedback. You may refuse to answer questions that you feel may reveal your identity at any time.

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9.4 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 Audit and Risk Management Committee or to any persons affected).

10.0 SUPPORT AND PRACTICAL PROTECTIONS

The Company has in place processes for protecting, supporting and monitoring the welfare of anyone who makes a disclosure. This includes:

- keeping you informed of the progress and outcomes of the inquiry or investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions;
- keeping your identity confidential;
- endeavouring to resolve any concerns that you may have regarding actual or threatened detrimental treatment because you have made, or are considering making, a report under this policy;
- providing training to its employees, managers and officers about this policy and make it available on the shared drive and the Company's website.

11.0 REPORTING AND GOVERNANCE

The Company has established a protocol that provides that the Audit and Risk Committee will be informed of any material incidents reported under this policy, including any information that may be materially price sensitive in accordance with the Company's Disclosure Policy.

12.0 NON-COMPLIANCE WITH THIS POLICY

Any breach of this policy by the Company officer, employee or contractor will be taken seriously by the Company 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 Whistleblower Protection Officer in the first instance. You may also lodge any concerns with ASIC, APRA or the ATO for investigation.

13.0 POLICY REVIEW

This policy must be reviewed by the Board, in conjunction with the Audit and Risk Management Committee and the Whistleblower Protection Officer at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

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The Company Secretary is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

The Company will ensure any updates to this policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this policy. Where necessary, additional training will be provided.

14.0 FURTHER INFORMATION

We encourage you to contact our Whistleblower Protection Officer if you have any questions about this policy including what it covers and how disclosures will be handled.

15.0 OPTIONAL – DISCLOSURE FORM

Arafura Rare Earths Limited and its subsidiaries (collectively, **the Company**) are committed to fostering a culture of compliance, ethical behaviour and good corporate governance. Amongst other principles, the Company values relationships, ethics and teamwork and wishes to encourage a culture where any officer, employee or contractor does not suffer detriment because of speaking up about potential misconduct concerns. The Company appreciates you taking the time to bring matters of concern to our attention; thank you for speaking up.

This form may be used by anyone who is or was the Company officer, employee, contractor or supplier to the Company (for example, consultants, service providers and business partners) or an employee of such a contractor or supplier, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This form is part of the Company's Whistleblower program and is intended to assist you make a disclosure in relation to the Company, or an officer or employee of the Company, under the Company's *Whistleblower Protection Policy*.

Use of this form (including provision of all information requested in it) is optional and it is open to you to make your disclosure in another way.

You may provide this form to us by email, post or hand via:

<p>Whistleblower Protection Officer – Catherine Huynh (Company Secretary)</p>	<p>Phone: 08 6370 2800 Email: chuynh@arultd.com Mail: PO Box 5773, St Georges Terrace, Perth WA 6831</p>
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DISCLOSURE FORM

Section A | Consent

- I consent to my identity being shared in relation to this disclosure
- I wish for my identity to remain anonymous (*If so, you do not need to complete Section B and Section C*)
- I consent to being contacted about my disclosure (*If so, please complete Section C*)
- I wish to receive updates about my disclosure (*If so, please complete Section C*)

Section B | Personal Details

Name:

Address:

Department/Team (If applicable):

Role/Position:

Section C | Contact Details

Preferred phone number:

(This may be a private number; please include country and area code)

Preferred email address:

(This may be a private email address)

Preferred contact method:

Phone

Email

Mail

In person

Best time to contact you:

Section D | Disclosure (*All questions are optional – however, the more information you provide, the easier it will be for us to investigate and address your concerns*)

1. A description of your concerns, including location, time and persons involved:

(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)

2. How did you become aware of the situation?

3. Who was involved in the conduct, including any names, departments and position?

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<p>4. Does anyone else know about the matters you are concerned about? (If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</p>	
<p>5. Do you have any concerns about you, or any other person being discriminated against or unfairly treated because of this disclosure?</p>	
<p>6. Do you think the reported conduct might happen again?</p>	
<p>7. Please include any other details which you believe are relevant.</p>	