

INCA MINERALS LIMITED  
(ACN 128 512 907)

WHISTLEBLOWER POLICY

**CONTENTS:**

- 1. ABOUT THIS DOCUMENT..... 2**
- 2. KEY DEFINITIONS ..... 3**
- 3. RESPONSIBILITIES ..... 3**
- 4. REPORTING PROCEDURES ..... 4**
- 5. ACTIONS FOLLOWING DISCLOSURE ..... 6**
- 6. PROTECTION OF WHISTLEBLOWER ..... 8**
- 7. APPENDIX A.....10**

## **1. ABOUT THIS DOCUMENT**

---

### **1.1. Purpose**

This policy applies to Inca Minerals Ltd (ACN 128 512 907) and all other related entities of Inca Minerals Ltd (“**Inca**”).

Inca aims to provide an environment where employees and others in the workplace are treated fairly and with respect. Employees are encouraged to report any suspected wrongdoing concerning the activities of Inca or its personnel.

Inca also aims to help provide employees and contractors with a supportive work environment in which they feel able to raise issues of legitimate concern to Inca, without fear of victimisation, detriment or other retribution and provide suitable avenues for reporting of matters that may cause loss to or damage Inca’s reputation.

### **1.2. Audience**

This policy will be made available on Inca’s website and is applicable to:

- (a) all current and previous permanent and fixed term employees of Inca;
- (b) all current and previous contractors of Inca;
- (c) clients of Inca; and
- (d) suppliers of Inca.

### **1.3. Scope**

This policy covers the procedures for reporting whistleblowing and the responsibilities of the relevant parties to ensure a suitable and just outcome is achieved. This policy is not intended to replace other procedures, including grievance procedures such as those dealing with discrimination, harassment or bullying.

## **2. KEY DEFINITIONS**

---

### **2.1. “Whistleblowing”**

The disclosure of Reportable Conduct/Wrongdoing in relation to Inca or an officer or employee of Inca by a Whistleblower.

### **2.2. “Whistleblower”**

Any person who discloses or reports Reportable Conduct/Wrongdoing within the scope of this policy and who is, or has been, at the time of that disclosure:

- (a) an officer of Inca (including a director, secretary or member of management);
- (b) an employee of Inca;
- (c) an associate of Inca;
- (d) an individual who supplies services or goods to Inca (whether paid or unpaid), or an employee of the person who supplies those services or goods (whether paid or unpaid); or
- (e) a relative or dependent of any of the persons listed above (including a dependent of an individual’s spouse).

### **2.3. “Reportable Conduct/Wrongdoing”**

Any conduct that a person has reasonable grounds to suspect concerns misconduct, or an improper state of affairs in relation to Inca, including conduct which:

- (a) is dishonest, fraudulent or corrupt;
- (b) involves illegal or unethical behaviours, such as bribery, money laundering, terrorism financing, dishonestly altering company records, engaging in questionable accounting practices or wilfully breaching Inca’s code of conduct or other ethical statements;
- (c) is potentially damaging to another employee or contractor, such as unsafe work practices or substantial wasting of resources, bullying or harassment; or
- (d) involves any other kind of serious impropriety, and may include concealment of any wrongdoing.

### **2.4. “Protective Officer”**

The Protective Officer is the person appointed to ensure protection of Whistleblowers in connection with Reportable Conduct/Wrongdoing reported under this policy. The person appointed as Protective Officer is detailed in Appendix A of this policy.

## **3. RESPONSIBILITIES**

---

### **3.1. Whistleblowers**

- (a) To assist with investigations of any Reportable Conduct/Wrongdoing, Inca prefers that Whistleblowers disclose their identity when making a report (where possible). However,

under Part 9.4AAA of the Corporations Act 2001 (Cth), anonymous disclosures will be permitted and protected and Inca will (except as contemplated under section 6.2 of this policy) ensure the identity of a Whistleblower remains confidential throughout the investigation process.

- (b) Any person who detects or has reasonable grounds for suspecting Reportable Conduct/Wrongdoing is encouraged to raise any concerns with their immediate manager through normal reporting channels. The manager will then report the allegation to the Protective Officer.
- (c) If the Whistleblower does not believe reporting to their immediate manager through normal reporting channels is appropriate given the circumstances of the Reportable Conduct/Wrongdoing, the report may be made directly to the Protective Officer.
- (d) A Whistleblower must have reasonable grounds for believing the disclosure falls within the definition of Reportable Conduct/Wrongdoing in order to be afforded the protections under this policy and the relevant legislation relating to whistleblowing. The Whistleblower must provide information to assist any investigation of the issue.
- (e) No Whistleblower may be subjected to retaliation for making a report of Reportable Conduct/Wrongdoing under this policy. They may however not be protected from their involvement in the Reportable Conduct/Wrongdoing merely by reporting its existence. Cooperation in the investigation may be taken into account when considering any disciplinary action.

### 3.2. The Protective Officer

- (a) The Protective Officer is responsible for providing protection to the Whistleblower against being treated detrimentally.
- (b) Details of the Protective Officer are set out in Appendix A.
- (c) The Protective Officer must act impartially without any pre-determined opinion regarding the Whistleblower or the Reportable Conduct/Wrongdoing, and without any conflict of interest.
- (d) If the Whistleblower has a concern about the Protective Officer, they should contact the Managing Director (whose details are set out in Appendix A).

## 4. REPORTING PROCEDURES

---

### 4.1. Who can disclosures be made to?

In order to benefit from the whistleblowing protections under the law, a person wishing to report Reportable Conduct/Wrongdoing is entitled to report to any one of the following people or bodies:

- (a) the Australian Securities and Investments Commission (“ASIC”);
- (b) the Australian Prudential Regulation Authority (“APRA”);
- (c) an officer or senior manager of Inca;

- (d) an auditor, or member of an audit team conducting an audit of Inca;
- (e) an actuary of Inca;
- (f) a person authorised by Inca to receive protected disclosures;
- (g) a lawyer, for the purpose of legal representation either generally or regarding the whistleblower protections; and
- (h) in certain circumstances only, to a member of parliament or a journalist. A person may only disclose information concerning Reportable Conduct/Wrongdoing to a member of parliament or a journalist where the disclosure is made in the public interest or in the case of an emergency, as follows:
  - (i) in the case of a disclosure made in the public interest:
    - A. the person making the disclosure must have previously made a disclosure of the same information in accordance with this policy;
    - B. at least 90 days must have passed since that previous disclosure was made;
    - C. the person must not have reasonable grounds to believe that action is being, or has been, taken to address matters to which the previous disclosure related;
    - D. the person must have reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
    - E. the person must give Inca notice that they intend to make a public interest disclosure.
  - (ii) in the case of an emergency disclosure:
    - A. the person making the disclosure must have previously made a disclosure of the same information in accordance with this policy;
    - B. the person must have reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
    - C. the person must give Inca notice that they intend to make an emergency disclosure.

#### 4.2. Procedure

- (a) Notwithstanding section 4.1 above, Inca encourages Whistleblowers to report any suspicions regarding Reportable Conduct/Wrongdoing by contacting the Protective Officer, who is available for confidential consultation and support.
- (b) Alternatively, reports may be made:
  - (i) to a person's supervisor or manager; or
  - (ii) to the Managing Director.

- (c) All details regarding the Reportable Conduct/Wrongdoing should be provided, and the Whistleblower must indicate whether they want to remain anonymous.
- (d) The report should include:
  - (i) The names of anyone allegedly involved in the Reportable Conduct/Wrongdoing;
  - (ii) Specific details of the alleged Reportable Conduct/Wrongdoing;
  - (iii) Dates and times of when any alleged Reportable Conduct/Wrongdoing occurred; and
  - (iv) Copies of any documents/evidence of the alleged Reportable Conduct/Wrongdoing.
- (e) Any person who receives a report of Reportable Conduct/Wrongdoing (such as a supervisor or manager) must immediately refer it to the Protective Officer, take no further action and keep the report confidential.
- (f) The Protective Officer should document all reports of alleged Reportable Conduct/Wrongdoing received by him/her and obtain any further evidence or documents to assist him/her to determine whether the report should be escalated within Inca.

#### 4.3. Escalation

If the Protective Officer determines that sufficient information exists to allow a report of Reportable Conduct/Wrongdoing to be escalated, the Protective Officer is required to immediately escalate the report of Reportable Conduct/Wrongdoing to the Managing Director, unless the Reportable Conduct/Wrongdoing in question relates to the Managing Director, in which case the report should be escalated to the Inca Director whose details are set out in Appendix A (“**Relevant Director**”). Inca’s Board will be provided, on a quarterly basis or at such other intervals as required from time to time, with full details of all reports of Reportable Conduct/Wrongdoing in existence at that time.

## 5. ACTIONS FOLLOWING DISCLOSURE

---

### 5.1. Investigation

- (a) All reports of alleged or suspected Reportable Conduct/Wrongdoing made under this policy will be properly assessed, and if appropriate, independently investigated with the objective of locating evidence that either substantiates or refutes the claims made by the Whistleblower.
- (b) The Protective Officer will be responsible for ensuring the proper conduct of the investigation, which may include appropriate instruction and oversight of a third party appointed to conduct an investigation. The Protective Officer may, depending on the circumstances, be required by law to refer the investigation to the police or a regulatory agency (such as ASIC or APRA).
- (c) The investigation will not be conducted by a person who may be the subject of the investigation or has inappropriate links or connections (actual or perceived) to the person(s) or practice(s) under investigation.

- (d) The Protective Officer will (to the extent he/she considers it appropriate and to the extent permitted by any third party involved in the conduct of the investigation) keep the Whistleblower informed of the progress of the investigation relating to his/her report, subject to relevant considerations of privacy of those against whom the allegations have been made.
- (e) Throughout the assessment and investigation process, Inca will treat any person who is the subject of a report of Reportable Conduct/Wrongdoing in a fair and objective manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct/Wrongdoing and the circumstances.
- (f) The Protective Officer may, at any time following receipt of a report of Reportable Conduct/Wrongdoing, inform the appropriate members of the Inca Board of Directors of the nature of the allegations, subject at all times to protecting the Whistleblower's identity in accordance with section 6.2 of this policy.
- (g) All stakeholders of Inca are required (on request by the Protective Officer) to cooperate with the investigation and treat the investigation in absolute confidence. Any stakeholder of Inca revealing the presence/details of an investigation contrary to this policy may be subject to such action as Inca considers reasonable and appropriate.
- (h) Any individual who is the subject of an allegation of Reportable Conduct/Wrongdoing and is under investigation must be given a fair opportunity to respond to the allegation(s).
- (i) If, following an investigation, the allegations are found not to be substantiated, then any documents relating to the investigation will be handled confidentially.

## 5.2. Reporting

- (a) Subject to any statutory confidentiality limitations, at the conclusion of the investigation the person responsible for conducting the investigation ("**investigator**") must prepare a written report detailing the matter, the findings, the reasons for the findings, and the rectification actions implemented or recommended for implementation, and provide it to the appropriate person (either the Managing Director or the Relevant Director) determined in accordance with section 4.3 of this policy.
- (b) Where the report indicates that Reportable Conduct/Wrongdoing has not occurred, the matter will be referred to the Managing Director for formal conclusion and the implementation of any actions that may be required in light of the report (if any).
- (c) Where the report indicates that Reportable Conduct/Wrongdoing has occurred, the report must include recommendations for steps to be taken to address the incidence of the Reportable Conduct/Wrongdoing and to prevent similar conduct from occurring in the future, as well as any action that should be taken to remedy any harm or loss arising from the conduct (including disciplinary proceedings or referral of the matter to the appropriate authorities).
- (d) The Managing Director/Relevant Director (as applicable) will determine what action (if any) will be taken following receipt of the investigator's report.
- (e) Any documents pertaining to a Whistleblower report, including subsequent investigations, findings, recommendations and meeting minutes, will be kept securely by the investigator. Where a third party has been appointed to investigate a report of

Reportable Conduct/Wrongdoing, Inca has the right to access and take copies of such documents.

- (f) Unless the Protective Officer considers it inappropriate to do so, the Protective Officer will ensure that the Whistleblower is kept informed of the outcomes of the investigation of the allegations, subject to relevant considerations of privacy of those against whom allegations are made and any other issues of confidentiality.

## **6. PROTECTION OF WHISTLEBLOWER**

---

### **6.1. General Protections**

- (a) Inca is committed to protecting and respecting the rights of a person who has reasonable grounds to suspect and report Reportable Conduct/Wrongdoing. Inca will not tolerate any retaliatory action, or threats of retaliatory action, against any person who has made or who is believed to have made such a report of Reportable Conduct/Wrongdoing (including where that person may have been implicated in the Reportable Conduct/Wrongdoing), or against that person's colleagues, employer (if a contractor) or relatives. For example, the person must not be disadvantaged or victimised as a result of having made the report (regardless of the outcome of an investigation into the conduct the subject of the report) by:
  - (i) dismissal;
  - (ii) demotion (including adjusted job duties that negatively impact the Whistleblower);
  - (iii) harm or injury (including psychological harm);
  - (iv) any form of harassment or intimidation;
  - (v) discrimination;
  - (vi) current or future bias;
  - (vii) damage to their property, reputation or financial position; or
  - (viii) threats of any of the above.
- (b) Any such retaliatory action or victimisation in reprisal for a report being made under this policy will be treated seriously, and will result in such action as Inca considers reasonable and appropriate.
- (c) Similarly, Whistleblowers will be protected from any civil, criminal or administrative liability (including disciplinary action) for making a disclosure concerning Reportable Conduct/Wrongdoing, and no contractual or other remedy may be enforced (and no contractual or other right may be exercised) against the Whistleblower on the basis of such a disclosure. It should be noted that, if a Whistleblower institutes proceedings against Inca on the basis that the Whistleblower has suffered victimisation (of the type outlined above), a court may order the Whistleblower to pay the costs of such action if the court considers the Whistleblower instituted the proceedings vexatiously or without reasonable cause.
- (d) The act of Whistleblowing does not, of itself, protect a Whistleblower from any

reasonable consequences flowing from any involvement of that person in Reportable Conduct/Wrongdoing. A person's liability for his or her own conduct is not affected by the person's disclosure of that conduct. However, the reporting of the Reportable Conduct/Wrongdoing, cooperation with any investigation, or an admission by the person may be a mitigating factor when considering disciplinary or other action to be taken against them.

## **6.2. Protecting the Whistleblower's identity**

- (a) If a person makes a report of alleged or suspected Reportable Conduct/Wrongdoing under this policy, Inca will endeavour to protect that person's identity (and any information that is likely to lead to the identification of that person) from disclosure.
- (b) Inca will not disclose a Whistleblower's identity unless:
  - (i) the Whistleblower consents to the disclosure of his/her identity;
  - (ii) the disclosure is required or authorised by law; or
  - (iii) the disclosure is necessary to further the investigation as to whether Reportable Conduct/Wrongdoing has occurred (and Inca will take all reasonable steps to reduce the risk that the Whistleblower's identity will be further disclosed as a result).

## **6.3. Confidentiality**

- (a) Maintaining confidentiality is critical in ensuring that no reprisal or retaliatory actions are taken against a Whistleblower.
- (b) Generally, reports made under this policy will be treated confidentially. However, when a report is investigated it may be necessary to reveal its substance to people such as other Inca personnel, external persons involved in the investigation process and, in appropriate circumstances, law enforcement agencies. At some point in time it may also be necessary to disclose the fact and the substance of a report to the person who is the subject of the report. Where any disclosure is required to be made in accordance with this section, it will only be made to those persons strictly having a need to know for the purposes of investigating the fact and substance of the report in question, and Inca will use all reasonable endeavours to preserve the anonymity of the Whistleblower.
- (c) Unauthorised disclosure of information relating to a report, the identity of any Whistleblower who has made a report of Reportable Conduct/Wrongdoing or information from which the identity of the Whistleblower could be inferred will be regarded seriously and may result in such action as Inca considers reasonable and appropriate.

## **7. APPENDIX A**

---

### **7.1. Protective Officer (Peru)**

Name: Ruth Lopez Torres  
Title: General Manager  
Phone: [51 1] 421 6071  
Mobile: [51] 965 396 792  
Email: [gerencia@incaminerals.com.au](mailto:gerencia@incaminerals.com.au)

### **7.2. Protective Officer (Australia)**

Name: Robert Heaslop  
Title: Regional Exploration Manager  
Phone: [51 1] 421 6071  
Mobile: 0488 559 981  
Email: [rob.heaslop@mrgresources.com.au](mailto:rob.heaslop@mrgresources.com.au)

### **7.3. Managing Director**

Name: Ross Brown  
Title: Managing Director, Inca Minerals Limited  
Phone: (08) 6145 0300  
Mobile: 0407 242 810  
Email: [rbrown@incaminerals.com.au](mailto:rbrown@incaminerals.com.au)

### **7.4. Relevant Director**

Name: Jonathan West  
Title: Director, Inca Minerals Limited  
Phone: (08) 6145 0300  
Mobile: 0438 314 326  
Email: [jwest@incaminerals.com.au](mailto:jwest@incaminerals.com.au)