



ACN: 126 042 215

Whistleblowing Policy

January 2020



1. Who is covered by this Policy?

This Policy applies to every individual working in or with Triton, at any level or grade, wherever located, including all employees (whether permanent, fixed-term or temporary), directors, officers, associates, contractors and suppliers (including employees of suppliers) (collectively, "Triton Representatives").

References in this Policy to "Triton", "we", "us" or "our" are to Triton Minerals Limited and all its subsidiaries and associated companies worldwide.

2. What is whistleblowing?

a) Whistleblowing

Whistleblowing is the raising of a concern about suspected wrongdoing, unethical conduct or dangers at work which may affect others. Such concerns may relate to:

- i) criminal activity;
- ii) miscarriages of justice;
- iii) danger to health and safety;
- iv) danger to the public or the financial system;
- v) damage to the environment;
- vi) failure to comply with any legal or professional obligation or regulatory requirements;
- vii) bribery;
- viii) corruption;
- ix) financial fraud or mismanagement;
- x) negligence;
- xi) breach of Triton's internal policies;
- xii) conduct likely to damage Triton's reputation;
- xiii) unauthorised disclosure of confidential information; and
- xiv) the deliberate concealment of any of the above matters.

b) Detriment

For the purposes of this Policy, "detriment" includes (among other things):

- i) dismissal of an employee;
- ii) injury of an employee in his or her employment;
- iii) alteration of an employee's position or duties to his or her disadvantage;
- iv) discrimination between an employee and other employees of the same employer;
- v) harassment or intimidation of a person;
- vi) harm or injury to a person, including psychological harm;
- vii) damage to a person's property;
- viii) damage to a person's reputation;
- ix) damage to a person's business or financial position; or
- x) any other damage to a person.

A "threat" to cause detriment includes an express or implied threat, and a conditional or unconditional threat.

3. When you should raise a concern

Triton encourages whistleblowing by Triton Representatives in accordance with this Policy. You should raise a concern if you have any reasonable grounds to suspect misconduct, wrongdoing, unethical conduct or dangers at work, or an improper state of affairs or circumstances in relation to Triton.

As discussed in section 6 below, Triton Representatives will not suffer any detriment if they raise concerns in accordance with this Policy. We would prefer that you raise any concerns rather than leave them unaddressed.

If you maliciously make an allegation where you do not have reasonable grounds to suspect misconduct, you will be dealt with in accordance with Triton's applicable workplace behaviour policy.

4. How to raise a concern

There are a variety of ways you can raise a concern, both internally and externally. How and to whom you choose to raise a concern is up to you. However, our preference is that you raise concerns internally. If you choose to raise your concerns externally, you may not be protected under this Policy or the law.

a) Raising a concern internally

In the first instance, unless you reasonably believe your manager to be involved in the wrongdoing, you should raise any concerns with your manager. You may tell them in person or put the matter in writing if you prefer. For the avoidance of doubt, your manager is authorised by Triton to receive disclosures under Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act.

Your manager will arrange an investigation into the matter (either by investigating the matter personally or by immediately passing the issue to someone in a more senior or other appropriate position). The investigation may involve you and other individuals providing written statements. Any investigation will be dealt with thoroughly, promptly and confidentially wherever possible. As set out in section 5 below, unless you consent, your manager will not reveal your identity (or any information that is likely to lead to your identification) to anyone unless permitted or required by law. Once the investigation is complete, your manager (or the person who carried out the investigation) will then report to the Managing Director (or a non-executive Director as appropriate) who will take any necessary action, including reporting the matter to any appropriate regulatory body, if required. If wrongdoing is discovered as a result of any investigation, this will be dealt with under Triton's applicable workplace behaviour policy. On conclusion of any investigation, if appropriate, you will be told the outcome of the investigation and what has been done, or what Triton proposes to do. If no action is to be taken, the reason for this will be explained.

If you are concerned that your manager is involved in the wrongdoing, has failed to make a proper investigation, or has failed to report the outcome of the investigation to the Managing Director (or a non-executive Director as appropriate), you should inform Triton's Managing Director (or a non-executive Director as appropriate) or another senior manager or officer of Triton (such as the company secretary, director or senior executive). Any such approach will be subject to the protections in this Policy.

b) Raising a concern externally

The aim of this Policy is to provide an internal mechanism for reporting, investigating and remedying any wrongdoing. You are protected from any detriment if you raise a concern internally in accordance with this Policy. Accordingly, in most cases, you should not find it necessary to alert anyone externally.

If you are not comfortable raising a concern internally you may choose to raise the concern externally with one of the following people:

- i) your personal legal adviser;
- ii) Triton's auditor;
- iii) an employee of the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);
- iv) the Commissioner of Taxation; or
- v) any other eligible person or body authorised to receive disclosures under section 1317AA of the Corporations Act or section 14ZZT of the Taxation Administration Act

In some cases of emergency or where it is in the public interest, you may be protected from detriment if you raise your concerns with a member of parliament or a journalist. The circumstances in which the protections will apply are described in section 1317AAD of the Corporations Act. Importantly, the protections only apply if you have previously raised your concerns (internally or externally) with ASIC or APRA (or any other prescribed body).

We strongly encourage you to seek advice before reporting a concern to anyone external. You will not suffer detriment for raising concerns with a lawyer for the purpose of taking advice about this Policy or your protections under the law.

5. Confidentiality and anonymity

We hope that Triton Representatives will feel able to voice concerns openly under this Policy. However, you may also raise your concerns confidentially, or anonymously. Unless you provide your consent, the person to whom you raise your concerns will only disclose your identity (or any information that is likely to lead to your identification) as contemplated under Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act. In short, your identity may only be disclosed without your consent to certain authorities (such as ASIC, the ATO or the Australian Federal Police) or to a lawyer for the purpose of obtaining legal advice.

Information that is likely to lead to your identification may be disclosed where it is reasonably necessary to investigate your concerns, and where all reasonable steps have been taken to reduce the risk that you will be identified.

If you raise your concerns anonymously, or you do not consent to your identity being disclosed, it may be more difficult or impossible for Triton to properly investigate and take action in relation to your concerns. Further, in some cases, information that you provide (other than your identity) may reveal your identity. The person with whom you raise your concerns may need to reveal this information

to others in order to investigate your concerns. In this case, the person will take all reasonable steps to reduce the risk that you will be identified.

If you are concerned about possible reprisals if your identity is revealed, you should contact your Human Resources representative or the Managing Director (or a non-executive Director as appropriate) and appropriate measures can then be taken to protect you. As noted below, you have protections under this Policy and the law.

Participants in the investigation procedure are required to keep confidential all relevant information and electronic recordings of any investigation meetings are not permitted unless all those attending agree.

Any Triton Representative who fails to comply with their confidentiality obligations under this Policy will be dealt with in accordance with Triton's applicable workplace behaviour policy. Such conduct is also against the law, and anyone engaging in the conduct may be prosecuted or subject to civil penalties.

6. Protection and support

Triton Representatives may be worried about possible repercussions of whistleblowing. We aim to encourage openness and will support Triton Representatives who raise genuine concerns under this Policy, even if they turn out to be mistaken.

Triton Representatives will not suffer any detriment as a result of raising a concern where they have reasonable grounds to suspect misconduct, wrongdoing, unethical conduct, dangers at work or an improper state of affairs or circumstances in relation to Triton. If you believe that you have suffered any such treatment, you should inform the Managing Director (or a non-executive Director as appropriate).

Triton Representatives must not cause, or threaten to cause, any detriment to anyone who has raised a genuine concern under this Policy. Involvement in such conduct will be dealt with in accordance with Triton's applicable workplace behaviour policy. Such conduct is also against the law, and anyone engaging in the conduct may be prosecuted or subject to civil penalties.

For the avoidance of doubt, no financial reward will be made to Triton Representatives in connection with the disclosure, reporting or investigation of any wrongdoing, unethical conduct or dangers at work.

An instruction to cover up wrongdoing is itself a disciplinary offence and will be dealt with in accordance with Triton's applicable workplace behaviour policy. If you are told not to raise or pursue any concern, even by a person in authority such as a manager, you should not agree to remain silent. You should report the matter to the appropriate person, as detailed above.

7. Legal protection

Triton Representatives may also have protections under the law. In Australia, there are protections under Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act against civil, criminal or administrative liability for making a disclosure covered under those Parts, although generally not for any conduct revealed by the disclosure. In some cases, you may also have protections under other laws. These protections are in addition to your protections under this Policy. Eligible whistleblowers who make disclosures in accordance with Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act may be entitled to compensation and other remedies (including injunctions, reinstatement and exemplary damages) in the event that they suffer detriment or are threatened with any detriment because of their disclosure

As noted in this Policy, it is also an offence under Part 9.4AAA of the Corporations Act or Part IVD of the Taxation Administration Act to cause (or threaten to cause) a person detriment for making a disclosure covered under those Parts.