

Tok Out (Whistle Blower) Policy

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1. Introduction

This is **Tok Out (Whistle Blower)** Policy for Bougainville Copper Limited A.R.B.N. 007 497 869, a company incorporated in Papua New Guinea and registered as a foreign company in Australia (**Company**), including its subsidiary Bougainville Copper Foundation (the **Group**).

The Group is committed to fostering a culture of trust in an environment that encourages reporting of misconduct and unethical behaviour and providing protection to those who speak out.

This **Tok Out** Policy is designed to assist the Bougainville Copper Ltd to meet its obligations in complying with relevant laws and organisational standards, as well as to identify and uphold standards of good corporate governance, integrity, community standards and ethics.

In order to achieve this, the Company has adopted this Tok Out Policy and it is crucial that Directors, key management personnel and employees understand and are mindful of this Tok Out Policy and the commitments that it sets out.

This policy is available on the Bougainville Copper Limited website and is intended to be accessed by all.

2. Purpose

The Group is committed to conducting business with honesty and integrity in line with our company values and in compliance with relevant legal and regulatory requirements. We have created this Tok Out Policy to encourage individuals to report any Concerns about Improper Conduct and to ensure protection is provided to those who speak out.

This Policy also states the framework for ensuring that fair and independent investigations of any Concerns raised under this Policy are undertaken consistently and in accordance with relevant Bougainville Copper Limited standards and encourage appropriate responsive action where necessary.

3. Application

The Group is committed to compliance with all applicable laws, regulations, codes and organisational standards.

This Policy applies across our operations and activities.

This Policy applies to any individual that is, or has been, any of the following:

- i. An officer or employee of the Group;
- ii. A person who supplies goods or services the Group or an employee of that person;
- iii. A director or secretary of the Group
- iv. A director of secretary of a related company of the Group; and
- v. A relative, dependent of spouse of any of the individuals listed in (i) to (iv) above.

(collectively referred to as **you**).

4. What should you speak out about?

You are encouraged to speak out about any misconduct, anything that you believe to be illegal or unethical, any safety issues, or any breach of our Code of Conduct, including:

- Dishonest, fraudulent or corrupt activity;
- Illegal activity;

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- Unethical behaviour, breaches of our policies or standards;
- Conduct or practices that present a real risk of damage or harm to us, our people or third parties;
- Conduct or practices that may cause financial loss to us or damage our reputation;
- Harassment, discrimination, victimisation or bullying;
- A breach of any law which may impact our business operations
- Amounts to an abuse of authority of position
- A breach of any PNG/Australian tax law or misconduct in relation to our tax affairs (a **Tax Matter**); or any other kind of serious impropriety, (together referred to as **Concerns**).

5. Who should you speak out to?

5.1 The Tok Out service

We understand that in some circumstances you may want to raise a Concern confidentially. If you do, we encourage you to use the Tok Out service. Using the Tok Out service is the best way for us to ensure your Concern is dealt with promptly, securely and in accordance with this policy.

You can access the Tok Out service and all relevant details including a confidential telephone line in Papua New Guinea

180 TALK (8255)

To report your Concerns via email please email the Tok Out Protection Officer at

tokout@bcl.com.pg

If you have a personal work-related grievance you may wish to raise it with your Manager in the first instance.

5.2 Other people you can speak out to confidentially

If you would prefer, you can also raise a Concern confidentially to:

- the Company Secretary
- any Board member
- the external auditors (PwC) or
- if the Concern is a Tax Matter, you may also raise it with the Companies tax agent (PwC)

(together referred to as **Designated Recipients**).

5.3 Other

Nothing in this Policy (or any other Bougainville Copper Limited document) prevents you from:

- reporting a Concern, including misconduct or illegal activity to ASIC or APRA;
- reporting a Tax Matter to the Commissioner of Taxation; or
- seeking legal advice on your rights.

6. How we protect you

We protect everyone that raises any Concerns under this Policy in the following ways.

6.1 Confidentiality and anonymity

The Company is obliged to:

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If you are raising a Concern confidentially to our Tok Out service or to another person identified above, we will not share your identity **unless**:

- you consent;
- we decide that your Concern should be reported to the Australian Securities & Investment Commission, the Australian Prudential Regulation Authority or the Australian Federal Police on a confidential basis;
- the Concern is raised with a lawyer to obtain legal advice; or
- otherwise required by law.

Where it is reasonably necessary for us to disclose identifying information to be able to investigate a report, we will take all reasonable steps to reduce the risk that you will be identified as a result.

If you elect to remain anonymous, we will respect your right not to identify yourself, however, it may mean that our investigation will be limited.

6.2 Protection from retaliation

The Group will not tolerate any reprisals, discrimination, harassment, intimidation or victimization of you and we are committed to protecting you from Detrimental Treatment by anyone who believes or suspects that a report has, may or is proposed to be made.

Detrimental Treatment includes dismissal, injury, demotion, harassment, discrimination, disciplinary action, bias, threats, damage to property, reputation or a person's business or financial position or other unfavourable treatment connected with speaking out.

If you are subjected to Detrimental Treatment as a result of making a report under this Policy, or if you are aware of or suspect another person has been subjected to Detrimental Treatment, you should report it immediately to your Line Manager, or via the Tok Out service.

6.3 Fair treatment

We are committed to treating all persons involved in a Concern fairly, including where the name of a person is raised by someone who is speaking out about a Concern, as appropriate in the circumstances. All investigations undertaken under this Policy will be conducted in accordance with principles of procedural fairness.

6.4 Other protections

In addition to the above, under Papua New Guinea law, you may be entitled to additional legal protections, including:

- protection from civil, criminal or administrative legal action for making the disclosure;
- protection from contractual or other remedies being sought against you on the basis of the disclosure;
- the information you provide may not be admissible in evidence against you in legal proceedings (unless you have provided false information); and
- if you are subject to retaliatory conduct for speaking out, in some circumstances you may be entitled to compensation or other remedy.

6.5 Employee training

The Group will train our officers and employees on their rights and obligations under this Policy. All people listed above who may receive confidential disclosures are also to be provided with specific training on how to manage and record concerns raised under this policy.

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6.6 Investigation of Concerns

All Concerns raised will be investigated in accordance with relevant Company standards and procedures.

All disclosed information will be recorded in our Tok Out database and managed in accordance with this Policy. The Tok Out Protection Officer is alerted to Concerns raised under this Policy via the Tok Out Service and will conduct an initial review and allocate the matter for investigation.

In some cases, we may ask you to cooperate in a confidential investigation which will be conducted by a limited number of people on a need-to-know basis. The relevant investigators will depend on the nature and severity of your Concern.

A summary of any investigation, findings and actions taken are recorded in the Tok Out Service database to ensure all Concerns are appropriately monitored and managed

6.7 Reporting

A summary of the number, type and jurisdiction of Concerns raised under this Policy are provided to the Board Audit and Risk Committee (**ARC**) at least quarterly on a 'no names' basis.

The following people will be notified about relevant Concerns and provided with a report on the findings of the Concern raised:

<i>Concerns relating to</i>	<i>Notified and reports provided to</i>
<i>Directors</i>	<p>Chairman of the Board</p> <p>OR</p> <p>If Concern relates to the Chairman of the Board, to the Chairman of ARC</p>
<i>All other Designated Recipients</i>	Chairman of the ARC
<i>All others</i>	Tok Out Protection Officer and others as directed by the Head of HR

7. Contact

If you are unsure about the meaning of any clause in this Tok Out (Whistle Blower) Policy, please contact the Company Secretary.

8. Amendment

This policy cannot be amended without approval of the Company's Board and will be periodically reviewed to ensure that it remains effective and meets best practice standards and the needs of the Group.

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