

## **1 Purpose**

Centaurus Metals Limited and its controlled entities both in Australia and Brazil (the Group) are committed to the highest standards of conduct and ethical behaviour in all of their business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

The Group encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Group's businesses. The Group will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal. The Group will periodically review this policy and update it as necessary.

## **2 Scope**

This policy applies to Directors and employees, suppliers, contractors, employees of contractors, tenderers or any other person who has business dealings with the Group. References to the Group include all of its subsidiary entities.

## **3 Policy**

### **3.1 Reportable Conduct**

You may make a report under this policy if you believe that a Group director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with the Group has engaged in conduct (Reportable Conduct) which:

- ▶ is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Group Anti-bribery Policy;
- ▶ is illegal activity such as theft, drug sale or use, violence, harassment or intimidation, constitutes criminal damage to property or other breaches of state or federal law);
- ▶ is unethical or in breach of the Group's policies such as dishonestly altering Group records or data, adopting questionable accounting practices or willfully breaching the Group's Code of Conduct or other policies or procedures);
- ▶ is potentially damaging to the Group, a Group employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Group property or resources;
- ▶ amounts to an abuse of authority;
- ▶ may cause financial loss to the Group or damage its reputation or be otherwise detrimental to the Group's interests;
- ▶ involves harassment, discrimination, victimisation or bullying; or involves any other kind of serious impropriety.

### **3.2 Who to Report To**

The Group has several channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct:

- (a) the Group employees or contractors working within a Group team

You may raise the matter with your immediate supervisor, manager or another senior supervisor. A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive of the Group, in accordance with the protocols regarding confidentiality set out below. The Group employees or contractors working within a Group team may also report directly to a Protected Disclosure Officer, as outlined below.

**CENTAURUS METALS LIMITED**  
**ABN 40 009 468 099**  
**Corporate Governance Practices**  
**Whistleblower Policy**

(b) Any person may make a report to any of the following Protected Disclosure Officers:

<b>John Westdorp</b>	<b>Bruno Scarpelli</b>	<b>Didier Murcia</b>
CFO & Company Secretary	Country Manager, Brazil	Non-Executive Chair
+618 419 607 176	+55 31 9 8466 1163	+618 409 322 620
john.westdorp@centaurus.com.au	bruno.scarpelli@centaurus.com.au	dmurcia@mphlawyers.com.au

Reports may also be made by post to c/- Level 2, 1 Ord Street, West Perth, WA, 6005 or to Centaurus Brasil Mineração Ltda, Avenida Barão Homem de Melo, 4391, Salas 606 e 607, Estoril, CEP: 30.494.275, Belo Horizonte (marked to the attention of one of the Protected Disclosure Officers referred to above).

### **3.3 Investigation of Reportable Conduct**

The Group will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may, with the whistleblower's consent, appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, the Group will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made). The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

### **3.4 Protection of Whistleblowers**

The Group is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

Subject to compliance with legal requirements, upon receiving a report under this Policy, the Group will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent. Any disclosure that you consent to will be on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without your consent to ASIC, APRA or the Australian Federal Police.

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy. Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under the Group's disciplinary procedures.

A Group employee or contractor within a Group team who is subjected to detrimental treatment as a result of making a report in good faith under this policy should inform a senior supervisor immediately. If the matter is not remedied, it should be raised in accordance with this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report. As described below, the Corporations Act 2001 (Cth) also gives special protection to disclosures of breaches of that Act, as long as certain conditions are met.

### **3.5 Duties of Employees**

It is expected that employees of the Group who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this policy or under other applicable policies. You must have reasonable grounds to suspect that Reportable Conduct has occurred. Vexatious or improper use of this policy will be regarded as serious misconduct.

## **4 Special Protections under the Corporation Act**

Part 9.4AAA of the Corporations Act in Australia gives special protection to disclosures of potential breaches of the Act where the following conditions are satisfied:

- (a) the whistleblower is an officer or employee of the Group, or a person or company who has a contract for the supply of goods and services with the Group or an employee of a contractor; and
- (b) the report is made to:
  - ▶ a Protected Disclosure Officer;
  - ▶ a director, officer or senior manager of the Group;
  - ▶ the Group's external auditor (or a member of that audit team); or
  - ▶ the Australian Securities and Investments Commission (ASIC);
- (c) the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
- (d) the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by the Group or any of its officers or employees.

The protections given by the Corporations Act when these conditions are met are:

- ▶ the whistleblower cannot be subject to legal liability for making the report;
- ▶ anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- ▶ the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority (APRA).

Examples of conduct which may amount to a breach of the Corporations Act include:

- ▶ insider trading;
- ▶ insolvent trading;
- ▶ a breach of the continuous disclosure rules;
- ▶ failure to keep accurate financial records;
- ▶ falsification of accounts;
- ▶ failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;
- ▶ failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Group.

## **5 Other References**

This policy should be read in conjunction with

- ▶ The Group's Code of Conduct
- ▶ The Group's Anti Bribery and Corruption Policy