

# WHISTLEBLOWING POLICY

## 1. Policy Title

This policy is referred to as the “Whistleblowing Policy” (“this **Policy**”).

## 2. Policy Statement

This Policy applies to all Employees, Directors, Suppliers, Customers, and Stakeholders of Consolidated Copper Corp and its subsidiaries (hereafter referred to as “**CCC**”). It applies to all situations in which someone would wish to raise ethical concerns outside of normal business channels whilst remaining anonymous.

## 3. Policy Detail

### 3.1 Introduction

- (a) CCC is committed to the highest standards of ethical, moral, and legal business conduct. ethical business conduct is the responsibility of every Employee in the organisation and is reflected not only in our relationships with each other but also with our Customers, business partners and any other third parties.
- (b) In line with this commitment, we expect Employees, our business partners and any other third parties who have any concerns about any aspect of CCC's work to report these concerns through appropriate channels provided by CCC without any concerns or fear of Victimisation or fear of occupational detriment. It is recognised that wherever practical, and subject to any legal constraints, matters reported will proceed on a confidential basis.
- (c) An important aspect of accountability and transparency is a mechanism to enable Employees, business partners and other third parties to report concerns in a responsible and effective manner. Where an individual discovers information which they believe shows serious malpractice or wrongdoing within the organisation, this information should be disclosed without fear of reprisal, and there should be arrangements to enable this to be done independently from line management.
- (d) All CCC Employees, business partners or other third parties should report their concerns through the Deloitte Tip-offs Anonymous Hotline. CCC is committed to ensure that any reports or Disclosures made in terms of this Policy are taken seriously, investigated and that effect is given to the provisions of the *Protected Disclosures Act (Namibia)* and section 159 of the *Companies Act (Namibia)*, which specifies the remedies available to whistleblowers who are treated unfairly as a result of Disclosures made in terms of this Policy or the *Protected Disclosures Act* or the *Companies Act*.

### 3.2 Purpose

This Policy is intended to provide overall guidance for the reporting of concerns and to further encourage and enable Employees to raise concerns within CCC rather than ignoring the matter or reporting such concerns through inappropriate channels.

### 3.3 Scope

This Policy applies to all of CCC's Employees, all business partners and any other third party, whether they are employed (or engaged) inside the borders of the Republic of Namibia, or outside. This Policy also covers concerns which include but are not limited to:

- (a) fraud, corruption, and all other irregularities;

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- (b) a failure to comply with legal obligations or legislation;
- (c) dangers to health and safety or the environment, where applicable;
- (d) criminal activity;
- (e) improper conduct or unethical behaviour; and
- (f) attempts to conceal any of the above.

## 3.4 Objective

- (a) CCC supports the disclosure of information on irregularities that may prejudice CCC, its Employees, business partners, third parties, and business interests in any manner whatsoever.
- (b) This Policy aims to:
  - (i) highlight the reporting channels available to CCC Employees, business partners and other third parties to raise concerns and receive feedback on matters reported and any action taken by CCC Management in addressing the matters reported;
  - (ii) reassure Employees, business partners and other third parties that they will be protected from reprisals or Victimisation for Disclosures made in Good Faith;
  - (iii) make provision for procedures in terms of which an Employee, business partner or third party can responsibly disclose information on irregular behaviour by colleagues or third parties;
  - (iv) protect Employees against occupational detriment when they have made a protected disclosure; and
  - (v) provide support to the relevant Employee if a protected disclosure leads to occupational detriment.
- (c) Employees enjoy the protection offered by this Policy and the procedures contained herein when an irregularity is disclosed and if the procedures described herein are followed. Such a Disclosure is known as a “protected disclosure”.
- (d) This Policy applies to any protected disclosure made after the commencement of this Policy, irrespective of whether or not the irregularity has taken place before or after the effective date of this Policy.
- (e) There are existing procedures to enable Employees to lodge grievances relating to their own employment, which will not be superseded by this Policy and therefore the mechanisms available through this Policy will not be used as an avenue to re-report issues that have already been addressed through the grievance or complaints procedures. This Policy is intended to address concerns that fall outside the scope of grievance procedures, and, although not exhaustive, include the following:
  - (i) conduct which is an offence or a breach of law;
  - (ii) disclosures related to Miscarriages of Justice;
  - (iii) health and safety risks, including risks to the public as well as other Employees;

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- (iv) damage to the environment;
- (v) fraud and corruption, whether actual, attempted or planned;
- (vi) conflict of interest instances;
- (vii) supply chain irregularities for personal gain;
- (viii) sexual or physical abuse;
- (ix) serious failure to comply with appropriate professional standards;
- (x) abuse of power, or use of company powers and authority for any unauthorised use or personal gain;
- (xi) deliberate breach of CCC policies and/or procedures; and
- (xii) other unethical conduct.

## 3.5 Whistleblower Protection

- (a) In order to foster an environment conducive to making Disclosures, CCC will:
  - (i) ensure protection of Employees who submit a Disclosure in Good Faith and use the appropriate reporting channels provided by CCC;
  - (ii) strive to create a culture to facilitate the disclosure of information by Employees relating to criminal and other unethical or irregular conduct in the workplace in a responsible manner by providing clear guidelines for the disclosure of such information and protection against reprisals as a result of such disclosure; and
  - (iii) promote **zero tolerance** to any criminal and other unethical or irregular conduct within CCC.
- (b) In line with the *Whistleblower Protection Act 10 of 2017 (Namibia)*, CCC shall also ensure the whistleblowers are entitled to protection under the aforementioned Act as follows:
  - (i) protection of confidential information;
  - (ii) subject to section 47, immunity from civil or criminal action;
  - (iii) protection against detrimental action; and
  - (iv) where applicable, protection under the *Witness Protection Act, 2017 (Namibia)*.

## 3.6 Acting in Good Faith

- (a) Users of the Deloitte Tip-offs Anonymous Hotline must act in Good Faith and must not make false accusations when reporting any concerns. Good Faith means that the Employee must act in a responsible and honest manner without any motives to gain any personal advantages from making the disclosure.
- (b) Any Employee who knowingly or recklessly makes false or misleading statements or Disclosures that are not in Good Faith may be subject to disciplinary action following which the Employee may be dismissed.

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## 3.7 Reporting Channels

- (a) In order to remain in compliance with the *Whistleblowing Act*, CCC will ensure protection of Employees who submit a Disclosure in Good Faith, using the Deloitte Tip-offs Anonymous Hotline.
- (b) Employees, who wish to make a written report to the Deloitte Tip-offs Anonymous Hotline, by making use of the email, or website, are requested to provide the following information:
  - (i) the background and history of the concern (providing adequate information with relevant dates);
  - (ii) the reason the Employee is particularly concerned about the situation;
  - (iii) the extent to which the Employee has personally witnessed or experienced the problem (provide documented evidence where possible); and
  - (iv) all complainants must provide supporting information, since all allegations based upon rumours without any corroborative evidence can affect the reputations of innocent persons.
- (c) Although Employees are not expected to prove beyond reasonable doubt the truth of an allegation, Employees will need to demonstrate to the person contacted that there are reasonable grounds for the concern.

## 3.8 Safeguards – Harassment and Victimisation

- (a) CCC is committed to good practice and high standards and will be supportive of Employees.
- (b) CCC recognises that the decision to report a concern can be a difficult one to make and is therefore committed to ensuring that an Employee is protected for a Disclosure made in Good Faith.
- (c) Retaliation by any CCC Employee, directly or indirectly, against any person who, in Good Faith, submits a Disclosure or provide assistance to those responsible for investigating the allegations will not be tolerated.
- (d) No Employee will suffer Harassment, retaliation, or occupational detriment as a result of the submission in Good Faith of his or her Disclosure. Any Employee of CCC, who retaliates against a person who has submitted a Disclosure pursuant to this Policy in Good Faith, shall be subject to disciplinary action following which a dismissal may be applied.

## 3.9 Reporting and Recording of Disclosure

- (a) To enhance the confidentiality of the system, CCC has chosen to outsource the management of the CCC ethics line and has selected and contracted an independent specialist external provider namely, Deloitte Tip-offs Anonymous. Disclosures will be handled in a secure environment by Deloitte Tip-offs Anonymous by professionally trained personnel. All disclosure reports will be treated in assurance.
- (b) Disclosure does not include issues or concerns raised by Employees through normal business channels in an open, non-confidential manner.
- (c) Users of the Deloitte Tip-offs Anonymous Hotline can report their Disclosures using any one of the following mediums of communications:

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- (i) free call number: **0800 767 687**;
- (ii) email: [responsiblecopper@tip-offs.com](mailto:responsiblecopper@tip-offs.com); and
- (iii) independent service provider website address: [www.tip-offs.com](http://www.tip-offs.com).
- (d) Disclosures will be received by the Deloitte Tip-offs Anonymous Hotline administrator, and reports will be prepared for communication to the following authorised CCC individuals listed in the table below:

	Name and Surname	Designation	Contact Numbers	E-mail Address
<b>Nominee 1</b>	Phillip Shamieh	Executive Chairman	+33 607 931877	<a href="mailto:pss@ccopper.com">pss@ccopper.com</a>
<b>Nominee 2</b>	David Astill	Chief Legal Officer	+971 54 411 5529	<a href="mailto:dla@ccopper.com">dla@ccopper.com</a>
<b>Nominee 3</b>	Mark Koffal	Financial Controller	+61 419 649 676	<a href="mailto:mgk@ccopper.com">mgk@ccopper.com</a>
<b>Nominee 4</b>	Robert O'Neill	Chief Compliance Officer	(305) 205-8228	<a href="mailto:oneill@siglobalpartners.com">oneill@siglobalpartners.com</a>

- (e) Under normal circumstances, all reports will be sent to both nominee 1 and nominee 2 as the primary recipients.
- (f) However, a relevant escalation process has also been defined for certain circumstances as follows:
  - (i) should nominee 1 be implicated the report is escalated to nominee 2;
  - (ii) should nominee 2 be implicated the report is escalated to nominee 1;
  - (iii) should nominee 1 and 2 be implicated the report is escalated to nominee 3 and 4;
  - (iv) should nominee 3 be implicated the report is escalated to nominee 1 and 2; and
  - (v) should nominee 4 be implicated the report is escalated to nominee 1 and 2.
- (g) The reports will include only objectively presented information that is in direct relation to the scope of any investigation undertaken for the verification of the alleged facts.
- (h) All reports provided to the reporting personnel as indicated above will eliminate any element that could identify the Employee making a Disclosure. This means that the Employee will remain totally anonymous if they have chosen to use this option.
- (i) However, the identity of an Employee will be provided to CCC if the Employee has given his consent to the Deloitte Tip-offs Anonymous administrator, to communicate his/her identity

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to CCC.

### 3.10 How will Consolidated Copper Corp Respond?

- (a) CCC will seek to respond to all Disclosures where it is feasible to do so. However, responses may not be possible where the disclosure lacks sufficient detail, is submitted anonymously without a means of follow-up, or appears to have been made in bad faith.
- (b) CCC will ensure the Employees are protected from any form of retaliation arising from a Disclosure made in Good Faith. This protection, however, does not extend to exempt the employee from the consequences of any unrelated acts of misconduct or breaches of workplace rules and policies, nor does it preclude legitimate performance evaluations or disciplinary action unrelated to the Disclosure.
- (c) In order to protect individuals and those accused of misdeeds or possible malpractice, initial enquiries will be made to decide whether an investigation is appropriate and, if so, what form it should take. All decisions regarding whether to open or decline to open an investigation, including the rationale for such decisions, must be documented and retained in a confidential file.
- (d) Where an investigation is appropriate, the matters raised will either:
  - (i) be investigated internally by CCC, or through the disciplinary process; or
  - (ii) CCC might decide to refer the investigation to an independent outside service provider with the necessary specialist expertise and experience in dealing with the type of Disclosure made. This will be determined on a case-by-case basis by CCC.
- (e) Some concerns may be resolved by agreed action without the need for formal investigations. If urgent action is required, this will be taken before any investigations are conducted.
- (f) The investigation and the duration thereof will depend on the nature of the matters raised, the difficulties involved, and the clarity of the information provided. If necessary, further information will be sought from the individual if this is possible.
- (g) The investigations will be handled in a confidential manner and will not be disclosed or discussed with any persons other than those with a legitimate right to such information. Appropriate feedback will be provided upon request, to the whistleblower.
- (h) Should it come to the attention of the investigator(s) that there is a conflict of interest regarding the matter(s) reported to them or the matter(s) under investigation, the party(ies) concerned will excuse themselves from the decision on whether an investigation should be conducted.
- (i) The investigation, the reporting of related findings and any disciplinary action will be dealt with as discussed in the Company's Response Plan.

## 4. Confidentiality

- (a) Violations or suspected violations may be submitted on a confidential basis by the complainant or may be submitted anonymously. Reports of violations or suspected violations will be kept confidential to enable the conducting of thorough investigations.

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- (b) CCC will prohibit the disclosure of the whistleblower's identity, unless the whistleblower grants permission to do so, or when the disclosure of the whistleblower's identity is to a law enforcement body that is conducting a criminal investigation. Similarly, the matters under investigation will be maintained in confidence within the same limitations.
- (c) Should the whistleblower disclose his or her identity, CCC will no longer be obliged to maintain such confidence.
- (d) Any documentation that was submitted to the CCC disciplinary committee must also be kept confidential.

## 5. Creating Awareness

In order for the Policy to be sustainable, it will be supported by a structured education, communication, and awareness programme as part of CCC's broader fraud and corruption prevention strategy.

## 6. Administration

CCC is responsible for the administration, revision, interpretation, and application of this Policy.

## 7. Contacts

Requests for further information should be referred to the Executive Chairman, Chief Legal Officer, Financial Controller, or Chief Compliance Officer listed as nominee 1, 2, 3, & 4 in section 3.9(d).

## 8. References

The following policies should be considered in conjunction with the Policy:

- (a) Corporate Compliance Policy;
- (b) Anti-Bribery and Corruption Policy;
- (c) Disciplinary Policy;
- (d) Code of Conduct;
- (e) Anti-Fraud Policy;
- (f) Conflict of Interest Policy; and
- (g) Export Control and Economic Sanctions Policy.

## 9. Effective Date

This Policy shall come into effect immediately upon approval by the Board of Directors ("the **Board**").

## 10. Definitions

**Contractor** means a self-employed individual who works for or renders services to a user enterprise or customer as part of that individual's business, undertaking or professional practice.

**Customers** means a person who buys goods or services from a business.



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**Directors** means a group of persons chosen to control or govern the affairs of a company or corporation.

**Disclosure** means a reported concern that has been submitted by an Employee, Contractor, Directors, Suppliers, and the public.

**Employee** means an individual, other than an independent contractor, who work for another person and who receives, or entitled to receive, remuneration for that; or in any manner assist in carrying on or conducting the business of an employer.

**Good Faith** means honesty; a sincere intention to deal fairly with others.

**Harassment** means is an aggressive pressure or intimidation.

**Miscarriages of Justice** means a failure of a court or judicial system to attain the ends of justice, especially one which results in the conviction of an innocent person.

**Stakeholders** means anybody who can affect or is affected by an organisation, strategy, or project. They can be internal or external and they can be at senior or junior levels. Stakeholders are those who have the power to impact an organisation or project in some way.

**Suppliers** means a supply chain management term that means anyone who provides goods or services to a company or individuals.

**Tip-off** means a piece of information given in a discreet or confidential way.

**Victimisation** means treating someone badly because they have done a “protected act” (or because you believe that a person has done or is going to do a protected act). A “protected act” is: Making a claim or complaint of discrimination.

## 11. Approval and review

This document is to be reviewed every second year by the Board.

Version	Document Category	Date	Status	Document Owner	Reviewer	Approver	Approval Date
1.0	Board	19.07.23	Approved and Adopted	Chief Legal Officer	Board of Directors	Board of Directors	19.07.23
2.0	Board	16.10.25	Approved and Adopted	Chief Compliance Officer	SI Global Partners LLC	Chief Legal Officer	16.10.25