

Iluka Whistleblower Procedure

1. OBJECTIVE

Iluka encourages the reporting of any instance of suspected unethical, illegal, fraudulent or undesirable conduct which contravenes the Code of Conduct, and will ensure that those persons who make a report in good faith may do so without fear of intimidation, disadvantage or reprisal.

2. SCOPE

This procedure applies to all wholly or majority owned entities within the Iluka Group including SRL, all employees, directors, contractors and consultants.

This procedure is subject to the requirements of any legislation specific to the state, territory or country of individual operations. Where local laws and legislation:

- restrict any aspect of this Group Procedure, the Business Risk Manager shall be notified; or
- exceed the requirements contained in this document, local laws/legislation shall be applied.

3. TERMS

For the purposes of this procedure, the following terms apply:

Misconduct: A breach of the company Code of Conduct, policies or the law. This may include:

- dishonest, fraudulent, corrupt or unlawful conduct or practices;
- misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting or financial reporting practices;
- conduct or any proposed conduct, bid, proposal, offer, contract, product or other aspect of conducting business that breaches local or international laws;
- coercion, harassment or discrimination by, or affecting, any member of Iluka, SRL or its affiliates;
- conduct within the company's control which is a significant danger to the environment;
- conduct endangering the health or safety of any person or persons which has been reported to management but not acted upon;
- any action taken against, or harm suffered by a Whistleblower as a result of making a report under this Procedure; and
- any other conduct or act which may cause a material business loss or which may otherwise be detrimental to the company's interests.

Whistleblower: An employee, director, contractor or consultant who, whether anonymously or not, makes a report in connection with misconduct in good faith and wishes to avail themselves of the protections afforded as per this procedure and related legislation.

Whistleblower Protection Officer (WPO): A designated company representative with the responsibility of protecting and safeguarding the interests of whistleblowers. The WPO will have access to independent financial, legal and operational advisers as required.

Whistleblower Investigation Officer (WIO): A designated company representative tasked with the responsibility of conducting preliminary investigations into reports received from a Whistleblower, and is not associated with the area under investigation. The role of the Whistleblower Investigation Officer is to investigate the substance of the complaint to determine whether there is evidence in support of the matters raised or, alternatively, to refute the report made. The WIO will be appointed by the General Counsel & Company Secretary on a case by case basis. The WIO and WPO will not be the same person unless exceptional circumstances exist.



4. PROCESS

4.1. Reporting misconduct

If an employee, director, contractor or consultant becomes aware of an issue or behaviour believed to constitute a breach of the Code of Conduct, policies or the law, then the following two reporting mechanisms are available.

Usage of one method does not preclude the usage of another, and people are encouraged to use the reporting method they consider most appropriate.

Internal reports

All employees, directors, contractors or consultants are encouraged to raise matters of concern with one of the following WPOs:

Sarah Hodgson General Manager, People and Sustainability	Phone: +61 8 9360 4760 Email: Sarah.Hodgson@iluka.com
Benton Leins Business Risk Manager	Phone: +61 8 9360 4964 Email: Benton.Leins@iluka.com
SRL: Zyna Cole SRL Internal Audit Manager	Phone: +232 7680 1413 Email: Zyna.Cole@sierra-rutile.com

WPOs receive training on how to receive disclosures under these procedures. Their role is to support employees, directors, contractors and consultants in raising concerns and throughout any further process that occurs (for example, any subsequent investigation).

If an employee, director, contractor or consultant does not wish to make their report to the WPO (for example, because it involves a WPO) then they may also raise matters of concerns with their direct manager, local Human Resources Manager or an Executive team member.

This may include discussing or clarifying the concern, asking questions, or to become familiar with the Whistleblower procedure. At all times, discussions will remain confidential and may be referred to the Whistleblower Protection Officer.

External reports

Alternatively, any employee, director, contractor or consultant may make a report via the external independent whistleblower service, STOPline.

STOPline reporting options are:

- phone: 1 300 304 550 (Australia toll free) or +61 3 9811 3275 (reverse charges accepted);
- email: ilukaresources@stopline.com.au;
- post: Iluka Group, c/o STOPline, Locked Bag 8, HAWTHORN VIC 3122;
- fax: +61 3 9882 4480; or
- online: www.ilukaresources.stoplinereport.com

STOPline operators are not associated with the company, and are trained specialists in dealing with whistleblower matters. STOPline will prepare a report of the reported misconduct and provide this to the WPO. Reports to STOPline may be made anonymously. Every report receives a reference number and security code allowing the Whistleblower to follow-up on the matter, even if reported anonymously.

It is important to note that a person who anonymously reports misconduct relating to breaches of the Australian Corporations Act will not be entitled to the statutory protection contained in that Act. Refer to

Appendix A: Special protections under the Corporations Act and Appendix B: Consent to Disclosure for Investigation Purposes.

4.2. Reporting non-compliance outside the company

It is the company's aim to ensure that people feel empowered to raise concerns internally in the first instance, or use the independent hotline. However, nothing in this procedure should be interpreted as restricting anyone from raising issues or providing information to an appropriate external government agency in accordance with any relevant law or regulation; e.g. the police or a government department.

4.3. Investigation

All reports of misconduct made under these procedures will be treated seriously. Reporting potential misconduct does not guarantee that a formal investigation will be commenced, however all reports are assessed in a timely manner and a decision is made about whether an investigation will occur. Any investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the misconduct, information provided and the circumstances.

Investigations are to be undertaken by a WIO and overseen by the General Counsel & Company Secretary. The outcome of any investigation will be summarised in a report and provided to the General Counsel & Company Secretary for review.

Following a report of misconduct the following steps outlined below must occur:

- the matter is to be reported by the WPO to the General Counsel & Company Secretary who will assign a WIO;
- the WIO is to assess the report and, in consideration of the content and any other preliminary information, recommend an appropriate manner of investigation to the General Counsel & Company Secretary for review;
- the General Counsel & Company Secretary is to review the approach and approve resources to support the investigation such as assistance from other employees, external professionals or operational experts;
- the WIO plans and conducts the investigation in consultation with the General Counsel & Company Secretary ;
- the WIO prepares an investigation report for the General Counsel & Company Secretary;
- the General Counsel & Company Secretary reports the findings as per section 4.4 below; and
- if the investigation relates to the General Counsel & Company Secretary, the WIO will arrange for external advisers (e.g. financial, legal) to assist with investigation and the report will be provided to the Managing Director.

4.4. Reporting of Investigation Findings

The General Counsel & Company Secretary will report the findings to the Iluka Chief Financial Officer who will, in conjunction with the Iluka Managing Director or the SRL CEO, determine the appropriate response to address any unacceptable conduct and appropriate remedial action to prevent future occurrences.

In the event that any of above Executives are the subject of an investigation or allegation, the General Counsel & Company Secretary may, at their sole discretion, report their findings directly to the Chair of the Iluka Audit and Risk Committee or any other independent non-executive Iluka director who will determine the required consultation, corrective measures and shall debrief the Whistleblower in due course.

In the event that a non-executive Iluka director is the subject of an investigation or allegation, the General Counsel & Company Secretary must report their findings directly to the Chair of the Audit and Risk Committee (or, where the investigation or allegation relates to the Chair of the Audit and Risk Committee, the Chairman of the Board) who will determine the required consultation, corrective measures and shall debrief the Whistleblower in due course.

All investigation outcomes will be reported to the Audit and Risk Committee.

4.5. Protecting the identity of the Whistleblower

If a person makes a report of Misconduct under this Procedure, the company will endeavour to ensure that person's identity is protected from disclosure.

A Whistleblower's identity will not be disclosed unless:

- the person making the report consents to the disclosure;
- the disclosure is required by law;
- it is necessary to address a direct and serious threat to a person's health or safety; or
- it is necessary to protect or enforce the company's legal rights or interests, or to defend itself against any claims.

Refer to Appendix B: Consent to Disclosure for Investigation Purposes.

4.6. Whistleblower Protection

A Whistleblower that reports misconduct in good faith, provided they were not involved in the misconduct reported, will not be penalised or personally disadvantaged because they have reported the misconduct. If a Whistleblower was involved in the reported misconduct, they may be provided with immunity or due consideration in any disciplinary proceedings at the company's discretion and agreement. The company has no power to provide immunity or protection from criminal prosecution.

For Whistleblowers in Australia, the Australian Corporations Act outlines special protection to disclosures about breaches of that Act as long as certain conditions are met. Refer to Appendix A.

The company will not tolerate any instances of a Whistleblower being unfairly dismissed, demoted, subjected to any form of harassment, persecution, or discriminated against. A Whistleblower who believes they, or their family, have been subject to these types of actions due to their status as a Whistleblower should report the matter to the WPO or through STOpline.

Iluka may also provide additional protection and support to employees (and if practicable, directors, contractors or consultants) who make protected disclosures. The WPO will assess the need for these protections with the person making the disclosure and take the steps necessary to provide that support.

The appropriate protections and support will vary on a case by case basis, but may include:

- monitoring and managing the behaviour of other employees;
- relocating employees (including those alleged to have been involved in the misconduct) to other divisions, floors or offices;
- offering a leave of absence or flexible workplace arrangements; and
- making counselling or other assistance services available.

4.7. Feedback and Communication

Where possible and appropriate, the Whistleblower will be kept informed of the outcome of their report, subject to privacy and confidentiality considerations.

The Whistleblower must maintain the confidentiality of all such reports.

4.8. False Misconduct Reports

Where it is established that the person making the report is not acting in good faith (which includes knowingly making a false or malicious report), then this person may be subjected to disciplinary proceedings and is not, by definition, a Whistleblower.

4.9. Document Retention and Confidentiality

All information, documents, records and reports relating to the investigation of a reported misconduct will be confidentially stored and retained in an appropriate and secure manner.

4.10 Monitoring and reporting

Compliance with this procedure will be monitored on an ongoing basis and biannual reports will be made to the Audit and Risk Committee about the operation of these procedures, including information on the number and type of disclosures, action taken and the outcome of any investigations. Any suggested amendments to these procedures identified in this audit process must be separately identified.

This periodic audit and reporting applies in addition to the Audit and Risk Committee reporting required under section 4.4 above.

Disclosures made under these procedures must also be considered in light of the Continuous Disclosure and Market Communications Policy. All information that may trigger a continuous disclosure obligations must be dealt with in accordance with that Policy, which may require reporting to a Disclosure Officer.

4.11 Training

All employees will receive training on these procedures and the legal and other protections available to someone who makes a disclosure under these procedures. WPOs, WIOs and any other person as determined from time to time will also receive training on fulfilling their role under these procedures.

APPENDIX A: SPECIAL PROTECTIONS UNDER THE AUSTRALIAN CORPORATIONS ACT

Under the Australian Corporations Act, the disclosure of information relating to breaches of that act qualifies for certain protection where all the following conditions are satisfied:

- the person is an officer or employee, or the person or company has a contract for the supply of goods or services including employees of such a contractor;
- the report is made to:
 - a Whistleblower Protection Officer (the company's Protected Disclosure Officer),
 - a director, officer or executive of the company;
 - the external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (ASIC);
- the person making the disclosure provides their name prior to disclosing the information;
- the person has reasonable grounds to suspect that the misconduct relates to a breach of the Corporations Act in Australia by the Company or any of its officers or employees; and
- the disclosure is made in good faith.

Where the Australian Corporations Act applies and information is disclosed by a person in accordance with these criteria, the person receiving the information may not tell anyone other than ASIC, the Australian Prudential Regulation Authority or the Australian Federal Police any of:

- the information disclosed;
- the identity of the person making the disclosure; or
- any information which will enable the identification of the person making the disclosure

unless the Whistleblower consents to that disclosure.

APPENDIX B: CONSENT TO DISCLOSURE FOR INVESTIGATION PURPOSES

- 1. I have made a disclosure of information to the following (print the name of the person(s) receiving the report):

- 2. I believe the information I have disclosed is true.
- 3. I have received a copy of the Whistleblower Procedure. I understand that if my disclosure or complaint relates to a potential breach of the Australian Corporations Act, information about it cannot be disclosed to any other employee or consultant without my consent.
- 4. I give my consent to the disclosure of this information, under conditions of confidentiality and for the purposes of investigation, to the following people:

- Chair of the Board Audit and Risk Committee *
- Chairman of the Board *
- Managing Director *
- Any other non-executive Iluka Director *
- Chief Legal Counsel and Company Secretary *
- General Manager People & Sustainability *
- Chief Financial Officer *
- Business Risk Manager *
- Any partner or employee of an external law firm appointed by any of the above

* Delete (strike out) any that are not approved

Name of reporting person [print] _____

Signature of reporting person _____

Date _____