

Whistleblowing Policy

Giza Minerals whistleblowing process is a means to ensure that individuals who observe or become aware of misconduct or unethical activity have a mechanism to report this activity. This policy explains the whistleblowing process so that employees and other stakeholders understand how the process works. This understanding and process awareness should instil confidence that the company takes allegations of misconduct and unethical activity seriously.

1. Policy

1.1 Whistle-blowers:

Anyone who knows of unethical or illegal practices or who has reasonable grounds to believe that unethical or illegal practices are occurring, occurred in the past, or might occur in the future, should report this alleged misconduct to the company.

1.2 Whistleblowing Circumstances:

You should blow the whistle whenever you become aware of misconduct or actions otherwise inconsistent with our values and ethics, whether the misconduct happened in the past, is happening now, or is likely to happen in the future. You should not make a report if it is false or malicious, or if it is a mere speculation. For the whistleblowing process to be most effective, we encourage whistle-blowers to report in a timely manner, e.g., as soon as you have knowledge that misconduct has occurred or may occur.

1.3 Whistleblowing Information to Provide:

(i) What is the alleged misconduct?

(ii) Where and when did the alleged misconduct occur? (dates, times, location);

(iii) Who is the perpetrator of the alleged misconduct? (name and surname, description of person, title, department);

(iv) Why do you think it is improper conduct? (if the nature of the purported misconduct is not otherwise apparent);

(v) Who are potential witnesses? (name and surname, description of person, title, department);

(vi) Where can supporting evidence be found? (evidence of the purported misconduct, supporting documentation, security footage); and

(vii) Any other information that the whistle-blower believes is relevant to the matter.

Prohibition Against Retaliation:

Giza Minerals does not tolerate any form of retaliation against any person who makes a whistleblowing report in good faith. Retaliatory acts can take many forms including, but not limited to, intimidation, firing, demoting, threats, re-assignment to a less desirable position, mocking, falsely accusing the employee of poor performance, or isolating and ostracizing the employee. Retaliation will be subject to disciplinary action. Note that protection is not afforded to individuals who blow the whistle on their own irregular conduct, or who report maliciously, or who intentionally disclose false information.

1.5 Whistleblowing Feedback:

We will start investigations as soon as reasonably practicable. When further information is needed to adequately investigate an issue, we will contact the whistle-blower to request further information (directly, if the whistle-blower is known, or via the third-party service provider if anonymous). Giza Minerals also commits to providing feedback on the outcome of the relevant investigation to the whistle-blower, either through direct communication or via our third-party service provider, as applicable. Note, however, that given the inherent difficulty of providing detailed feedback to anonymous whistle-blowers, more detailed feedback is generally only available to known whistle-blowers. As part of the whistleblowing process, Internal Audit Department meet regularly to assess outstanding matters and confer with the relevant investigators on matters that have not been resolved within 90 days of receipt of the initial report. Human Resource, with support from Internal Audit Department, will also assess which investigations warrant disclosure to regulators, either voluntarily or pursuant to the applicable legal requirements.

1.6 Whistleblowing Process:

Whistle-blowers are encouraged to first approach line management with their concerns. Only if line management (1) does not satisfactorily resolve the issues or (2) is implicated in the misconduct, or if the whistle-blower prefers anonymity should the whistle-blower report his/her concerns to Management, Human Resources, or via the third-party service provider. Giza Minerals will not take any steps to attempt to identify an anonymous whistle-blower. The reason for approaching line management first is that management is typically best positioned from a knowledge and relationship

standpoint to address the concerns of those reporting to them. Reporting misconduct to the Board or the Executive Committee does not result in that report “jumping the queue” or otherwise receiving special attention, so individuals are strongly encouraged to follow the process to report concerns. Note that the independence of the investigation (and the investigators) is an integral aspect of the whistleblowing process and anyone implicated in the misconduct will not be involved the investigation.

2. Whistleblowing Responsibilities

2.1 Internal Audit Department(IAD): It is the responsibility of IAD to manage reports that they receive, either via the third-party service provider or otherwise. IAD, reporting to the general counsel at Giza Minerals, will, in consultation with Management, allocate matters to investigators including, but not limited to Human Resources, , IAD, management, and external service providers for investigation. Investigations will proceed on a confidential basis.

The administration of the underlying whistleblowing process is managed by IAD. IAD ensures that whistleblowing allegations reported through the third-party service provider, are registered and allocated to investigators. IAD follows up regularly on the progress of these investigations. Once an investigation is complete and the investigator has submitted a closure report, IAD, in consultation with management, will consider the outcomes of the investigations and the recommendations made by the investigator and will approve the closure of the reports in the whistleblowing database.

IAD will provide regular feedback to the Board and delegated committees and other relevant bodies on trends and outcomes of whistleblowing allegations received. Human Resource will inform employees of trends and outcomes of cases in a manner that respects the confidentiality of the whistle-blower and the rights of the accused, including through the use of the compliance newsletter.

2.2 Investigators:

Investigators should treat all reports allocated to them as allegations until investigated and concluded upon. In other words, all accused are considered innocent until or unless the fact-finding investigation determines otherwise. They must treat all reports received as confidential and divulge information on a need-to-know basis.

Investigators must perform a thorough investigation of the allegations in the whistleblowing report and provide a detailed report providing feedback on the results of their investigation to IAD.

2.3 Whistle-blower:

For Giza Minerals to conduct a robust and complete investigation, the whistle-blower must provide as much information as possible about the misconduct. If a whistleblowing was reported through the third-party service provider, whistle-blowers can contact the third-party and request feedback by providing the unique reference number received at the time of reporting. If the whistle-blower used another avenue to report the misconduct, that avenue can be used to request feedback. As indicated above, more detailed feedback is generally only available to known whistle-blowers. The reason for this is that Giza Minerals cannot constructively engage with whistle-blowers through the third-party service provider other than providing high-level indicative information of the outcome of an investigation.

3. Giza Minerals currently uses the services of Tip-offs Anonymous for its reporting functionality.

4. Consequences of Non-Compliance Employees & contractors who violate this policy may be subject to disciplinary action up to and including termination of employment or engagement. Any disciplinary decision applied by the company in any situation shall be without prejudice to potential civil and/or criminal consequences arising from the violation.

As approved by Management committee on 23rd March 2020.

Signed: 
G. Seifkoe
Director