



Retaliation and Whistleblower Policy

(also “Ethics and Compliance Reporting Policy”)

Policy Number: LEG-0001-07-19

Effective Date: 1 July 2019

1 PURPOSE OF THIS POLICY

Boart Longyear is committed to fostering a culture of compliance, good corporate governance and ethical behavior and encourages the reporting of improper, unlawful or unethical behavior.

In accordance with Boart Longyear’s Code of Business Conduct, employees are required to report any concerns they have about ethics or compliance issues within Boart Longyear or with any vendors, suppliers, service providers, consultants or others doing business with Boart Longyear, for example:

- incorrect financial reporting;
- unlawful activity;
- activities contrary to Boart Longyear policies, including in particular the Boart Longyear Code of Business Conduct; and
- any other activities which amount to improper conduct.

As stated in Boart Longyear’s Code of Business Conduct, Boart Longyear will not tolerate retaliation of any kind against someone who reports a concern honestly and in good faith. This Policy documents Boart Longyear’s commitment to maintaining an open working environment in which employees and others are able to report instances of unethical, unlawful or undesirable conduct without fear of intimidation, retribution or other detriment.

The purpose of this Policy is to help detect and address unacceptable conduct, provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concern, provide avenues for the discloser or eligible whistleblower to report unacceptable conduct and help protect those who have reasonable grounds to suspect misconduct and do report such unacceptable conduct. This Policy also serves to comply with special protections granted to eligible whistleblowers where conditions of an act, statute, law or other legal requirement (in any country where Boart Longyear operates) are met. Such acts and laws include, but are not limited to, Part 9.4AA of the *Corporations Act (2001) Cth* (Australia), Public Interest Disclosure Act 1998 (PIDA) (U.K.), Whistleblower Protection Act (U.S.), PRC Labor Laws (China), section 425.1 of the *Criminal Code* (Canada), and Protected Disclosures Act 2000 (South Africa).

This Policy applies to all directors, officers and employees of Boart Longyear Limited (“Boart Longyear”) and any domestic and foreign subsidiary, partnership, venture or

other business affiliate that is effectively controlled by Boart Longyear directly or indirectly.

2 **DEFINITIONS**

In this Policy:

detriment means dismissal, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.

eligible whistleblower or **discloser** means any of the following (i) a director, company secretary or employee, (ii) a person who supplies services or goods (whether paid or unpaid) or employee of such person, (iii) a relative of an individual in (i) or (ii); or a dependent or relative of an individual referred to in (i), (ii) or (iii).

unacceptable conduct means conduct which is unethical, unlawful or undesirable, including but not limited to conduct which:

- violates any company policy;
- is dishonest, fraudulent or corrupt;
- involves the giving or receiving of bribes;
- constitutes discrimination, harassment, bullying or intimidation;
- involves theft, drugs, violence, criminal damage to property or other breaches of state or federal law;
- is unethical, such as dishonestly altering company records or data, adopting questionable accounting practices or willfully breaching Boart Longyear's Code of Business Conduct;
- is potentially damaging to Boart Longyear such as unsafe work practices or substantial waste of company resources;
- may cause financial loss to Boart Longyear or damage its reputation or be otherwise detrimental to Boart Longyear's interests;
- involves any other kind of serious impropriety;
- involves any direct or indirect detrimental action against a Boart Longyear person as a result of the Boart Longyear person making a disclosure under this Policy; or

- is in breach of laws in any overseas jurisdiction in which Boart Longyear operates or any Australian law which applies to Australians while overseas.

protected disclosure means a disclosure of information by an eligible whistleblower or discloser where that person has reasonable grounds to suspect that the information concerns or indicates unacceptable conduct and that disclosure is made in accordance with this Policy.

3 **HOW TO MAKE A PROTECTED DISCLOSURE**

Boart Longyear has established various systems for the reporting of complaints and dealing with reports of unacceptable conduct.

3.1 You may make a report internally

As an employee of Boart Longyear, you are able to make a report to your supervisor, HR representative or the Legal Department.

3.2 You may make a report externally

A confidential report can be made by telephone or over the internet 24 hours a day, 7 days a week.

The information is collected by Convercent®, an independent third-party administrator chosen by Boart Longyear to provide employees with a confidential and, if desired, anonymous method to report their workplace concerns.

Reports can easily be made over the internet at www.convercent.com/report. The internet reporting site is in English, but can be translated to other languages. A report can also be made by telephone and translation assistance is available. The dialing instructions and local phone numbers are listed on the internet site. Please refer to the site for the most current telephone number information. If there is no access to the internet, the dial-in numbers for each region are listed below. Please note there may not be a telephone number specific to every location. If there is not, the collect call (reverse charges) number is provided below.

Information about the reporting line can also be found on the [Underground](#) and on posters in each Boart Longyear location.

CONFIDENTIAL 24/7 ACCESS

Internet Reporting	www.convercent.com/report
Country	Phone Number
Australia	+800.1777.9999 (mobile) 0011 800 1777 9999 (land line)
Brazil	1.720.514.4400
Canada	1.800.461.9330

Chile	1230.020.3559
China	00.800.1777.9999
Germany	00.800.1777.9999
Indonesia	001.803.015.203.5129
Mexico	001.866.376.0139
Poland	00.800.111.3819
South Africa	800.1777.9999
United States	1.800.461.9330
For locations not listed above, please call collect/reverse charges (operator assistance may be required)	+1.720.514.4400

3.3 You may make your report anonymously

A person may make a disclosure anonymously by advising that they wish to remain anonymous. A person can also place restrictions on who can know their identity, for example, can limit anonymity to everyone except the investigating team to enable the investigating team to contact the reporting person for additional details and information if necessary. A person may also choose to relinquish their anonymity at any time. Where the employee making a report chooses not to remain anonymous, or becomes known in the course of investigation of the report, Boart Longyear will use its best efforts to protect the confidentiality of that employee.

If you make a report anonymously, you should periodically check back into the Convercent system to receive communications regarding your report. If the investigation team has questions or needs additional information to assist with the investigation, the only way for them to communicate with you is through the system.

3.4 What happens if the allegations I raised prove to be incorrect?

Any report or concern made, based on reasonable suspicions, is fully protected by this Policy, even if the issues raised are not substantiated after investigation.

The making of any intentionally false or malicious report, or a report made for improper reasons will be regarded as misconduct and may result in disciplinary action up to and including termination.

Where investigations or other enquiries do not substantiate a protected disclosure, the fact the investigation has been carried out, the results of the investigation, and the identity of any person the subject of the disclosure will remain confidential.

3.5 What happens if a report is made against me?

Subject to compliance with any legal requirements, an employee who is the subject of a protected disclosure has the right to:

- be informed as to the substance of the allegations;

- be given a reasonable opportunity to put their case (either orally or in writing) to the investigating team; and
- be informed of the findings in respect of the protected disclosure.

4 **NO RETALIATION FOR REPORT BASED ON REASONABLE SUSPICIONS**

No director, officer, or employee who reasonably suspects and reports an ethics or compliance issue will be harassed, victimized or suffer any adverse employment consequences.

Anyone who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make, or could make a protected disclosure under this Policy is subject to disciplinary action, up to and including termination of employment.

If a person causes you any detriment or threatens to cause you detriment because that person believes or suspects that you have made, propose to make or could make a protected disclosure under this Policy, you must immediately either inform your supervisor or bring it to the attention of the Legal Department.

All employees must abstain from any activity that is or could be perceived to be victimization or harassment of persons who make disclosures under this Policy.

5 **HOW ARE REPORTS HANDLED ONCE RECEIVED?**

All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation.

Although it will depend on the particular circumstances, reports are normally handled as follows:

- If contact information has been provided to Convercent, the discloser making the report will be informed that the report has been received and is being investigated.
- If the discloser elects to remain anonymous and further information is required in order to progress the investigation, correspondence will be sent via the Convercent website. This website allows Boart Longyear to send written notes to the discloser without the need for the discloser to divulge their identity. It is important that the discloser check back with the Convercent website regularly while the investigation remains open so as to respond to any questions regarding the report.
- The investigating team will often involve members of the local HR team, Internal Audit team, and regional Legal team to assist with the investigation plan, interviews and the gathering of required information.

- Once all the required information has been gathered, a report is prepared by the investigation team as to whether the allegations made are supported and if so, what the appropriate disciplinary or remedial action is recommended. All information relating to a protected disclosure and its investigation will be retained under strict security and confidentiality; any unauthorized release will be a breach of this Policy.
- If the allegations are substantiated, Boart Longyear's normal disciplinary procedures will be followed, which includes giving the person who is the subject of the report an opportunity to respond. If requested, the anonymity of the person making the report will continue to be protected through this process as described above.
- If contact information has been provided to Convercent, the discloser will be notified upon completion of the investigation and advised that proper actions have been taken based on the results of the investigation. However, specific details and conclusions from the investigation may or may not be shared.

6 **REVISION HISTORY**

Revision	Date	Comment
001	July 17, 2019	Updated the definition of unacceptable conduct; updated sections 3.2 and 3.3 to provide additional information about the reporting line