

**Oklo Resources Limited**  
A.C.N. 121 582 607

**Corporate Governance Policies**

**INDEX**

Section	Policy	Page
I	Code of Conduct	2
II	Board Charter	8
III	Directors' Code of Conduct	12
IV	Disclosure of Information Policy	18
V	Securities Trading Policy	25
VI	Risk Management Policy	30
VII	Diversity Policy	32
VIII	Whistleblower Policy	35
IX	Anti-bribery and Corruption Policy	59

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

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**1. Introduction**

Oklo Resources Limited (“OKU” or “the Company”) Code of Conduct (“Code”) aims to develop a consistent understanding of, and approach to, the desired standards of conduct and behaviour of the directors, officers, employees and contractors (collectively, the Employees) of OKU in carrying out their roles for the Company. Through this Code, OKU seeks to encourage and develop a culture of professionalism, honesty and responsibility in order to maintain and enhance our reputation as a valued employer, business operator and “corporate citizen”. The Code is designed to broadly outline the ways in which the Company wishes to conduct its business. The Code does not cover every possible situation that Employees may face, but is intended to provide Employees with a guide to taking a common-sense approach to any given situation, within an overall framework. Employees are encouraged to contact OKU’s Company Secretary if they have any comments or queries in relation to the Code. OKU has also established a more comprehensive Directors’ Code of Conduct which articulates the regulatory and fiduciary duties of its Directors. It is presented in a separate document to this policy statement given the extensive nature of a director’s responsibility. Notwithstanding, the Directors’ Code of Conduct is designed to interact with this more general blueprint for expected Employee conduct.

**2. The Code**

**2.1 Compliance with and Respect for the Law**

Employees must respect the law and act accordingly by observing and respecting the relevant laws, customs and business methods in the environment in which we operate. Respect for the law is a primary principle of our Code. If an Employee has concerns or queries about specific legal issues connected with OKU then they should, where appropriate, discuss those issues with the Company Secretary in the first instance. Where necessary, legal advice should be sought before any decision is made in relation to the issue. All Employees shall have access to, and must understand, relevant operating rules and regulations in appropriate procedure manuals or policies. This is to ensure that Employees are aware of their own legal responsibilities and the obligations of OKU in general.

**2.2 Professional Conduct**

Employees have a responsibility to maintain high levels of professional conduct. Each Employee should undertake their professional dealings with all people in an honest and fair manner, with integrity and respect. This should involve, as a minimum:

- acting within applicable laws, particularly those that deal with matters covered by this Code, including equal opportunity and anti-discrimination laws;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

---

- acting with courtesy;
- acting with fairness and respect in supervision;
- encouraging cooperation;
- fostering an environment where rational debate is encouraged, with a view to achieving shared goals;
- avoiding behaviour that might reasonably be perceived as bullying or intimidation;
- understanding and responding to the needs of OKU's broader stakeholders, including the community at large.

**2.3 Equal Opportunity and Employee Discrimination**

The Company recognises the importance of valuing the many differences in background, culture and demographic characteristics of our Employees. The Company will not permit discrimination, intimidation or harassment of, or by, Employees on the basis of race, gender, marital status, national origin or religious beliefs, or on the basis of any other personal characteristics protected by law. This is a fundamental principle of this Code, and relates to rights which are firmly protected under the laws of Australia. Discrimination is not permitted at any level of the Company or in any part of the employment relationship. This includes areas such as recruitment, promotion, training opportunities, salary, benefits and terminations. The Company will treat all Employees according to their skills, qualifications, competencies and potential. Breach of this policy is viewed very seriously by the Company and could lead to disciplinary action against the individual concerned.

**2.4 Environment, Heritage and Native Title**

OKU recognises that effective management of environmental, heritage and native title responsibilities is essential in successful business practices. Mining is a temporary land use, and is associated with a range of potential impacts. OKU is committed to making environmental matters an integral part of the operations planning for the Company. The Company strives to operate in a manner which minimises waste and pollution. Accordingly, at a minimum:

- the Company's operations are to comply with relevant statutory and regulatory requirements;
- the Company will regularly monitor its environmental performance, objectives and targets and ensure that support functions exist to effectively maintain and continually improve environmental standards;
- the Company must ensure that environmental care is of equal importance to every facet of the Company's management and operations;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

---

- the Company is committed to returning sites to a state compatible with a healthy environment; and
- the Company will continue to promote individual commitment to safe and environmentally responsible behaviour through the training and education of, and dissemination of information to, all relevant staff. Where specific conditions have been placed on OKU's land use by any regulatory body, whether in relation to environmental, heritage or native title issues, the Board and management will use their best endeavours to ensure that such conditions are fully complied with.

**2.5 Occupational Health and Safety**

The Company is committed to providing a safe and healthy workplace, and to developing, maintaining and promoting safe and productive work practices in all aspects of its business. The Company is committed to complying with all occupational health and safety laws and regulations governing its activities. The Company must take into account the impact of health and safety issues when making business decisions and must ensure that business decisions do not compromise our commitment to avoiding injury to people.

**2.6 Disclosure of Company Information**

The Company is legally obliged to inform the Australian Stock Exchange (ASX), on a continuous basis, of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares. The Company has a formal continuous disclosure policy which is available under the "Corporate Governance" section on the Company's website. The Company Secretary makes disclosure in accordance with relevant obligations and must be alerted to developments that may call for disclosure.

**2.7 Ore Reserves and Mineral Resources**

The calculation of mineral resources and ore reserves is to be made in accordance with the Australasian Code for Reporting of Mineral Resources and Ore Reserves (The JORC Code -Appendix 5A of the ASX Listing Rules). Mineral resources and ore reserves are considered strictly confidential until made public by an authorised person. Accurate and timely disclosure of ore reserve and resource data is critical to the integrity of OKU within the investment community and must be done in a manner consistent with applicable laws, the JORC Code and OKU's policies and procedures.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

---

**2.8 Inside Information**

OKU has a formal securities trading policy. This policy may place additional restrictions on certain Employees on top of the basic legal requirements discussed below. Laws against insider trading in Australia make it illegal to deal in shares of a company while in possession of material information about the company which has not become public. If Employees are in possession of information concerning the Company that is not generally available, and which a reasonable person would expect to have a material effect on the Company's share price, it is unlawful for them to buy, sell or otherwise deal in the Company's shares. It is also unlawful in those circumstances to encourage someone else to deal in the Company's shares or to pass the information to someone you know may use the information to buy or sell the Company's shares. A person does not need to be an Employee of the Company to be guilty of insider trading. The prohibition extends to dealings by Employees through nominees, agents or associates, such as family members, family trusts and family companies. It does not matter how or where the person obtains the information. It does not have to be obtained from the Company to constitute inside information. There are very serious penalties, including possible imprisonment, for violation of these laws.

**2.9 Conflict of Interest and Receiving Gifts**

Employees should consistently maintain their integrity whilst carrying out their duties by avoiding all situations in which their personal interests conflict or might appear to conflict with their duties to the Company. Whilst the Company recognises and respects an Employee's right to take part in financial, business and other activities in their own time and outside their jobs, these activities must be free of conflict with their responsibilities to the Company. Employees must not use their position to obtain personal gain or benefit from those seeking to do business with the Company. Modest gifts and reasonable entertainment may be received from business partners or associates of the Company where appropriate. However, no gift, favour or entertainment shall be of such a nature as might affect, or reasonably be perceived to affect, an Employee's judgement or conduct in matters involving the Company. Cash or cash value vouchers are not to be accepted.

**2.10 Financial Controls and Records**

Accounting and financial records must be maintained which accurately reflect all Company transactions. There shall be no cash funds, bank accounts, investments or other assets which are not recorded or are inadequately recorded in the Company's accounting records. Accounting and financial records must be adequately protected from destruction or tampering. Questions relating to accounting and financial records should be referred to the Chief Financial Officer. The accounting and financial records must also be retained for a sufficient period of time to meet legal requirements.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

---

2.11 Confidential / Private Information

Unless previously published, the Company's records, reports, papers, processes, plans and methods are proprietary and confidential. Employees should not reveal information concerning such matters without proper authorisation. The Company records may include personal information. Personal information is information or an opinion about an individual whose identity is apparent or can be ascertained from the information or opinion. During the course of its activities, the Company may collect, hold and use personal information about suppliers of goods and services, customers, contractors and prospective and current Employees. Any personal information must be managed in a professional and ethical manner and is not to be used for any purpose or disclosed outside the Company without the permission of the individual concerned, unless authorised or required by law.

2.12 Efficiency in Employment

Employees should carry out their roles in a cost effective and responsible manner. This includes:

- using the Company's property and equipment only for authorised company business;
- avoiding waste of company resources;
- maintaining adequate security over the Company's property and resources.

2.13 Smoking, Alcohol and Drug Use

Employees have a duty to ensure their personal conduct within the workplace and elsewhere does not adversely affect their work performance, safety or the integrity of the employee, their colleagues and the Company. This obligation includes responsible behaviour with respect to the use of alcohol, drugs and tobacco when conducting Company business and at Company sponsored activities.

**3. Compliance with the Code**

The Code is a public document and, as a result, adherence to the Code is fundamental to the Company's reputation in the business community. The Company views breaches of the Code by Employees as serious misconduct.

All Employees who are aware of any breaches of this Code must report the matter immediately to the Company Secretary, who has the responsibility to report the matter to senior management and advise you of actions that have been taken in a timely manner. Any Employee who reports in good faith a breach or suspected breach of this Code will not be subject to retaliation or retribution or other recriminations for making that report. Employees who breach the policies outlined in the Code may be subject to disciplinary

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section I Code of Conduct**

---

action including, in the case of serious breaches, dismissal. If the situation involves a violation of law, the matter may also be referred to the appropriate law enforcement agency for consideration.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section II Board Charter**

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**1 Introduction**

The board of directors is accountable to the shareholders for the performance of OKU. The board undertakes to serve the interests of the shareholders and other stakeholders honestly, fairly, diligently and in accordance with applicable laws.

**2 Role of the Board and Management**

The board's responsibilities include the following:

- setting strategic direction of the company, establishment of goals for management and monitoring the achievement of these goals,
- appointing the Chair,
- appointment and removal of the Chief Executive Officer / Managing Director including determination of conditions of service and monitoring of performance,
- ratification of the appointment and, if appropriate removal of, the Chief Financial Officer (or equivalent), the Company Secretary and / or other senior executives (if any),
- approving the entity's remuneration framework,
- overseeing management's implementation of the entity's strategic objectives and its performance generally,
- overseeing the integrity of the entity's accounting and corporate reporting systems, including the external audit,
- approval and monitoring of progress of operating budgets, major capital expenditure, capital management and acquisitions,
- setting and reviewing systems of risk management and internal compliance and control, codes of conduct and legal compliance including ensuring compliance with continuous disclosure requirements.

The board delegates to the CEO / managing director the responsibility for managing the day to day operations of the overseas interests of the company. The managing director is also responsible for providing the board with accurate, timely and clear information to enable the board to perform its responsibilities.

The Company Secretary reports directly to the Board and supports the Board by advising on governance matters, monitoring implementation of policy and procedures, co-ordinating and timely despatch of Board papers and ensuring minutes accurately capture the business conducted at Board meetings.



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section II Board Charter**

---

**3 Board size and composition**

The board determines the size and composition of the board subject to the company's constitution. The constitution provides for a minimum of three Directors and a maximum of ten. At present time the board has determined that the number of Directors should be three, one of which is non-executive.

The board has determined at the time there is no necessity for a Nomination Committee. Potential new Directors to recommend to shareholders are identified by the board based on expertise encompassing the current and proposed activities of the company. The board will seek to nominate potential Directors who can exercise independent and informed judgement on matters which will come before the board and are free from any relationship with the company which may interfere with their ability to make independent and informed judgements.

**3.1 Appointment of Director/s**

The Company Secretary is to ensure that appropriate checks are undertaken before a person is appointed to the Board. Checks include checks as to the person's character, experience, education, criminal record and bankruptcy history.

Security holders are to be provided with all material information in the Company's possession relevant to a decision on whether or not to elect or re-elect a director.

**4 Role of Chair**

The chair's role consists of leading the board and general meetings of the company. They are responsible for ensuring the directors are well informed and effective; ensuring all directors are contributing effectively and all matters are properly considered and there is clear decision making.

The chair is responsible for ensuring meetings are conducted competently and ethically including ensuring that shareholders have adequate opportunity to express their views and obtain answers to any queries raised.

The chair is responsible for setting the agenda for board and general meetings and the review of the minutes of board and general meetings.

The chair's other responsibilities include:

- representative of and spokesperson for the board,
- ensure all new board members are well briefed and have access to all aspects of the Company's operations,

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section II Board Charter**

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- act as the board's representative in dealing with management.

**5 Board meeting**

The board meets formally at least three times per annum and whenever necessary to deal with other matters which may arise between scheduled meetings.

Other consultants may attend the meeting at the chair's request to present reports and advise on matters. However, discussion of management issues and other issues of a sensitive nature for which the board is responsible are conducted with only board members present.

**6 Board committees**

The company is not of a size nor will the current board structure allow the formation of Committees. Any issues which would be considered by the applicable committee are considered by the full board of the company, including remuneration of senior management, audit issues, risk management issues and nominations to the board.

**7 Materiality**

The Board considers the independence of directors having regard to the relationships listed in Box 2.3 of the Corporate Governance Principles and Recommendations and the Company's materiality thresholds.

The board has agreed on the following guidelines for assessing the materiality of matters:

- balance sheet items are material if they have a value of more than 5% of pro-forma net asset.
- profit and loss items are material if they will have an impact on the current year operating result of 5% or more.
- items are also material if they impact on the reputation of the Company, involve a breach of legislation, are outside the ordinary course of business, could affect the Company's rights to its assets, if accumulated would trigger the quantitative tests, involve a contingent liability that would have a probable effect of 5% or more on balance sheet or profit and loss items, or will have an effect on operations which is likely to result in an increase or decrease in net income or dividend distribution of more than 5%.
- contracts will be considered material if they are outside the ordinary course of business, contain exceptionally onerous provisions in the opinion of the Board,

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section II Board Charter**

---

impact on income or distribution in excess of the quantitative tests, there is a likelihood that either party will default, and the default may trigger any of the quantitative or qualitative tests, are essential to the activities of the Company and cannot be replaced, or cannot be replaced without an increase in cost which triggers any of the quantitative tests, contain or trigger change of control provisions, are between or for the benefit of related parties, or otherwise trigger the quantitative tests.

**8 Independent advice**

To assist directors with independent judgement, it is the Board's policy that if a director considers it necessary to obtain independent professional advice to properly discharge the responsibility of their office as a director then, provided the director first obtains approval from the Chair for incurring such expense, the Company will pay the reasonable expenses associated with obtaining such advice.

**9 Senior executives**

Senior executives are responsible for supporting the CEO / Managing Director and assisting the CEO / Managing Director in implementing the running of the general operations and financial business of the Company in accordance with the delegated authority of the Board. Senior executives are responsible for reporting all matters which fall within the Company's materiality thresholds at first instance to the CEO / Managing Director or, if the matter concerns the CEO / Managing Director, directly to the Chair.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section III Directors' Code of Conduct**

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**1. Introduction**

The Board of Directors of Oklo Resources Limited. ("OKU") has adopted and has agreed to be bound by the following code of conduct, based on the Code of Conduct of the Australian Institute of Company Directors.

**2. General Principles**

- A Director must act honestly, in good faith and in the best interests of OKU as a whole.
- A Director has a duty to use due care and diligence in fulfilling the functions of office and exercising the powers attached to that office.
- A Director must use the powers of office for a proper purpose, in the best interests of OKU as a whole.
- A Director must recognise that the primary responsibility is to OKU's shareholders as a whole but should, where appropriate, have regard for the interests of all stakeholders of OKU.
- A Director must not make improper use of information acquired as a Director.
- A Director must not take improper advantage of the position of Director.
- A Director must not allow personal interests, or the interests of any associated person or company, to conflict with the interests of OKU.
- A Director has an obligation to be independent in judgement and actions and to take all reasonable steps to be satisfied as to the soundness of all decisions taken by the Board.
- Confidential information received by a Director in the course of the exercise of directorial duties remains the property of OKU from which it was obtained and it is improper to disclose it, or allow it to be disclosed, unless that disclosure has been authorised by OKU, or the person from whom the information is provided, or is required by law.
- A Director should not engage in conduct likely to bring discredit upon OKU.
- A Director has an obligation, at all times, to comply with the spirit, as well as the letter of the law and with the principles of this Code.
- A Director has an obligation, at all times, to adhere to the policies of OKU.

### **Section III Directors' Code of Conduct**

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#### **3. Duties to OKU**

- Each Director should endeavour to ensure that the functions of the Board have been specified clearly, are properly understood and are competently discharged in the interests of OKU.
- A Director should endeavour to ensure that the management of OKU is competent and is devoting its best endeavours in the interests of OKU.
- In evaluating the interests of OKU, a Director should take into account the interests of the shareholders as a whole, but where appropriate and/or required by law should take into account the interests of creditors and other stakeholders.

#### **4. Duties to Shareholders**

- Each Director should endeavour to ensure that OKU is financially viable, properly managed and constantly improved so as to protect and enhance the interests of the shareholders.
- A Director should seek to ensure that all shareholders or classes of shareholders are treated fairly according to their rights as between each other.
- A Director should consider whether any benefit to be received by the Director or associated persons is of sufficient magnitude that the approval of shareholders should be sought, even though not required by law.
- A Director who is appointed to the Board at the instigation of a party with a substantial interest in OKU, such as a major shareholder or a creditor, should recognise the particular sensitivity of the position. Fiduciary duty requires the Director to make a contribution in the interests of OKU and the shareholders as a whole and not only in the interest of the party who nominated the Director. Where obligations to other people or bodies preclude an independent position on an issue the Director should disclose the position and seriously consider whether to be absent or refrain from participating in the Board's consideration of the issue. Before taking the decision to be absent, a Director should consider whether that absence would deprive the Board of essential background or experience. The matter should be disclosed and resolved by the rest of the Board.

#### **5. Duties to Creditors**

- Whilst the obligations of a Director are primarily owed to OKU (that is the shareholders as a whole), there are situations in which it is necessary to evaluate the interests of parties such as creditors. In cases of doubt, a Director should, with some urgency, seek professional advice.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section III Directors' Code of Conduct**

---

**6. Duties to other Stakeholders**

- The OKU and its Directors must comply with the legal framework governing OKU's operations and must be conscious of the impact of OKU's business on society. Without limiting in any way the nature of the issues with which the Director must be concerned in the running of OKU's business, particular attention should be paid to the environment, questions of occupational health and safety, industrial relations, equal opportunities for employees, the impact of competition and consumer protection rules, and other legislative initiatives that may arise from time to time. Although the Director owes a primary duty to shareholders of OKU as a whole, the responsibilities imposed on OKU and the Director under various acts of parliament clearly demand that the Director evaluates actions in a broader social context.

**7. Due Diligence**

- Where attendance at a Board meeting is not possible, a Director should take appropriate steps to obtain leave of absence.
- A Director must acquire knowledge about the business of OKU, the statutory and regulatory requirements affecting Directors in the discharge of their duties to OKU, and be aware of the physical, political and social environment in which it operates.
- In order to be fully effective, a Director should insist upon access to all relevant information in sufficient time to be considered by the Board. This information should be made available in sufficient time to allow proper consideration of all relevant issues. In the extreme circumstances where information is not provided the Director should make an appropriate protest about the failure on the part of OKU to provide the information and if necessary abstain from voting on the particular matter on the basis that there has not been the time necessary and/or the information provided to consider the matter properly. Any abstention and the reasons for it, should be included in the minutes. It may also be appropriate to vote against the motion or move for deferment until proper information is available.
- A Director should endeavour to ensure that systems are established within OKU to provide the Board, on a regular and timely basis, with necessary data to enable it to make a reasoned judgement and so discharge its duties of care and diligence. An audit of systems supporting the Board should be conducted regularly.
- A Director should endeavour to ensure that relations between the Board and the auditors are open, unimpeded and constructive. Similarly, the auditors should have direct and unimpeded access to the Director. A Director should be satisfied that the scope of the audit is adequate and that it is carried out thoroughly and with the full cooperation of management.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section III Directors' Code of Conduct**

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- A Director should endeavour to ensure that any company on whose board(s) he sits complies with the law and strives for the highest standards of business and ethical conduct.
- A Director shall endeavour to ensure that OKU complies with the listing rules of the Australian Stock Exchange, and in particular those rules relating to any benefits that may be received by a Director or an associated person from OKU by way of an issue of shares or any other transaction of a similar nature.
- A Director from time to time may need expert advice (whether it be legal, financial or some other professional advice and whether it relates to fiduciary or other duties) in order to discharge duties properly. The Director should ensure, to the extent possible, that any advice obtained is independent of OKU. In that regard, wherever necessary the services of advisers external to those advising OKU may need to be sought. In any case of doubt separate independent advice should always be sought by the Directors on matters that may impact on their position vis-à-vis OKU. The costs of obtaining independent advice will, where pre-authorised by the Chairman be at OKU's expense, otherwise the costs must be borne by the Director.

**8. Conflicts of Interest**

- A Director must not take improper advantage of the position as Director to gain, directly or indirectly, a personal advantage or an advantage for any associated person.
- The personal interests of a Director, and those of family, must not be allowed to prevail over those of OKU generally. A Director should seek to avoid conflicts of interest wherever possible. Full disclosure of the conflict, or potential conflict, must be made to the Board. In considering these issues, account should be taken of the significance of the potential conflict for OKU and the possible consequences if it is not handled properly. Where a conflict does arise, a Director must consider whether to refrain from participating in the debate and/or voting on the matter, whether to be absent from discussion of the matter, whether to arrange that the relevant Board papers are not sent, or, in an extreme case, whether to resign from the Board. Where a Director chooses to be absent from the meeting, consideration should be given as to whether expertise that would be contributed by the Director is otherwise available. In the case of a continuing material conflict of interest a Director should give careful consideration to resigning from the Board. An Executive Director must always be alert to the potential for conflict of interest between management interests and the fiduciary duties as a Director.
- Dealing in the shares of OKU may give rise to dangers of breaching the duties of a Director and should be undertaken with care and subject to Article 10. A Director should not engage in the short term trading of OKU's shares.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section III Directors' Code of Conduct**

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- The payment of "success fees" in situations of potential conflict of interest is unacceptable.

**9. Use of Information**

- A Director must not make improper use of information acquired by virtue of the position as a Director. This prohibition applies irrespective of whether the Director would gain, directly or indirectly, a personal advantage or an advantage for any associated person or might cause detriment to OKU.
- Matters such as trade secrets, processes, methods, advertising or promotional programs, sales and statistics affecting financial results are particularly sensitive and must not be disclosed.
- A Director who takes the serious step of resignation on a point of principle should consider whether the reasons for resignation should be disclosed to shareholders (perhaps through the stock exchange) or the appropriate regulator. In deciding whether or not to make public the reasons for resigning and composing any resignation statement, a Director should have regard to the following:
  - The duty to not disclose confidential information so as to damage OKU.
  - The duty to act bona fide in the interests of OKU.
- A Director must respect OKU's obligation to provide absolute confidentiality regarding customer's affairs. A Director who has been nominated to the Board by outside parties should recognise the particular sensitivity of the position and should be especially careful not to disclose matters that are confidential to those outside parties, unless the prior agreement of the Board has been obtained.
- A Director must not buy or sell shares as a Director of OKU while in possession of information which, if disclosed publicly, would be likely materially to affect the price of OKU's shares.
- A Director should ensure that any information which is not publicly available and which would have a material effect on the price or value of OKU's securities is not provided to anyone who may be influenced to subscribe, buy or sell shares. Such information includes, but is not limited to profit forecasts; proposed share issues; borrowings; impending takeovers; impending litigation; significant changes in operations; new products; new discoveries; liquidity problems.
- A Director should ensure that adequate and timely disclosure is made to the stock exchange.



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section III Directors' Code of Conduct**

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**10. Professional Integrity**

- An Executive Director should recognise that the position occupied is particularly sensitive. As a Director one must be prepared, if necessary, to express disagreement with colleagues including the Managing Director. However, in the absence of a need to express disagreement, one should be prepared to implement the decisions of the Board and the instructions of the Managing Director as a loyal member of the Board.
- If there is any doubt about whether a proposed course of action is inconsistent with a Director's fiduciary duties then the course of action should not be supported. Independent advice should be sought as soon as possible to clarify the issue.
- When a Director feels so strongly as to be unable to acquiesce in a decision of the Board, some or all of the following steps should be considered:
  - Making the extent of the dissent and its possible consequences clear to the Board as a means of seeking to influence the decisions.
  - Asking for additional legal, accounting or other professional advice.
  - Asking that the decision be postponed to the next meeting to allow time for further consideration and informal discussion.
  - Tabling a statement of dissent and asking that it be minuted.
  - Writing to the Chairman, or all members of the Board, and asking that the letter be filed with the minutes.
  - If necessary, resign, and advise the appropriate regulator.
- "Opinion shopping" and the search for loopholes in the law is unacceptable.

## **Section IV Disclosure of Information Policy**

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### **1. Introduction**

OKU recognizes its obligations under continuous disclosure obligations of the Australian Stock Exchange (ASX) Listing Rules and Corporations Act to keep the market fully informed of information which may have a material effect on the price or value of its securities.

ASX Listing Rule 3.1 states that “Once an entity is or becomes aware of any information concerning if that a reasonable person would expect to have a material effect on the price or value of the entity’s securities, the entity must immediately tell ASX that information”

The company has formulated policies and procedures to discharge its disclosure requirements to ensure information is released promptly to the market and is fairly available to all those with an interest in the company.

### **2. Key Obligations**

#### **2.1 For Directors and Employees**

If you are aware of any information about OKU that might influence someone in deciding to buy or sell OKU securities which has not been released to the market, immediately tell the Company Secretary.

As soon as you become aware of information that:

- is not generally available (i.e. the information in question has not been included in any Annual Report, ASX Release or other publication of the Company); and
- may be price sensitive (i.e. it is likely to have a financial or reputation impact upon the Company that may be considered material),

You must provide to the Company Secretary the following information:

- a general description of the matter;
- details of the parties involved;
- the relevant date of the event or transaction;
- the status of the matter (e.g. final/negotiations still in progress/preliminary negotiations only);
- the estimated value of the transaction;
- the estimated effect on OKU’s finances or operations; and
- the names of any in-house or external advisers involved in the matter.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IV Disclosure of Information Policy**

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2.2 For the Company Secretary

- Communicate with ASX in relation to listing rule matters;
- Consult with the Managing Director regarding matters for announcement to the market;
- Prepare announcements for release to the market;
- Prepare other public releases if necessary;
- Obtain approval from the Managing Director of announcements for release to the market and strategy;
- Provide announcements to ASX's Company Announcements Office;
- Monitor the press and share price continuously;
- Examine text of relevant speeches and other public addresses by OKU directors and employees,
- Ensure the Board of OKU considers whether there are any matters requiring disclosure in respect of each and every item of business that it considers and notes all matters which were disclosed since the last meeting.

2.3 For the CEO / Managing Director

- Ensure that OKU complies with its disclosure obligations and is primarily responsible for deciding what information will be disclosed. In consultation with appropriate personnel, a decision will be made by the CEO / Managing Director about whether or not to disclose the information, take any necessary steps to protect its confidentiality, or take steps to prevent a false market, such as requesting a trading halt.
- Promptly advise Company Secretary if there are any matters required to be announced to the market.
- Authorise final form of announcement to the market.

**3. OKU's Obligations**

Listing rule 3.1 requires "immediate" disclosure of any information concerning OKU of which OKU is or becomes aware, which a reasonable person would expect to have a material effect on the price or value of OKU securities. Section 674 of the Corporations Act reinforces listing rule 3.1 by creating criminal and civil penalties for non-compliance.

The requirement to disclose this information does not apply if, and only if, each of the following conditions is and remains satisfied:

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IV Disclosure of Information Policy**

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- (a) a reasonable person would not expect the information to be disclosed; and
- (b) the information is confidential and the ASX has not formed the view that the information has ceased to be confidential; and
- (c) one or more of the following conditions apply:
  - (i) It would be a breach of a law to disclose the information.
  - (ii) The information concerns an incomplete proposal or negotiation (for example, a negotiation to enter into a new contract).
  - (iii) The information comprises matters of supposition or is insufficiently definite to warrant disclosure.
  - (iv) The information is generated for the internal management purposes of OKU.
  - (v) The information is a trade secret.

If ASX considers that there is or is likely to be a false market in OKU securities and asks OKU to give it information to correct or prevent a false market, OKU must give ASX the information needed to correct or prevent the false market. This obligation to give information arises even if the exceptions outlined above apply.

**4. Materiality**

OKU must disclose information if a reasonable person would expect that information to have a material effect on the price or value of the securities of OKU. A reasonable person is taken to expect information to have such an effect if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether or not to subscribe for, buy or sell, those securities.

Neither the listing rules nor the Corporations Act define when information will be taken to have such an effect. In practice, usually a monetary test is adopted using thresholds from the accounting standards relevant to preparation of financial statements. However, other concepts of materiality are also adopted in addition to a monetary threshold. For example:

- whether a matter will significantly damage OKU image or reputation;
- whether a matter will significantly affect OKU ability to carry on business in the ordinary course; or
- whether the matter involves a breach of any law or regulation.

## **Section IV Disclosure of Information Policy**

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### **5. Decision Not to Disclose Information**

If a decision is made by the CEO / Managing Director not to disclose information, the reasons for that decision must be documented at the time the decision is made and retained by the Company Secretary.

### **6. Confidential Information**

In determining whether any information that comes to light about OKU needs to be released, it will be necessary to determine whether the conditions permitting non-disclosure which are mentioned in Section 3 apply. In particular, a determination may need to be made as to whether the information is confidential. If a determination is made that the information is confidential, then the Company Secretary should ensure that anyone who has a copy of the information is aware that it is confidential. The CEO / Managing Director will cause OKU's share price to be monitored on a continuous basis. If there are any unexpected movements in the share price, then the CEO / Managing Director will need to determine whether the cause of that movement relates to the unauthorised release of any confidential information. If the share price movement relates to the unauthorised disclosure of confidential information, then the CEO / Managing Director must ensure that action is taken to ensure OKU is in compliance with its disclosure obligations, in particular, preventing false markets.

### **7. Relationship with Media and Analysts**

Information or presentations provided to, and discussions with, analysts, industry or professional bodies or any other person, are also subject to the continuous disclosure policy.

Material information must not be selectively disclosed (e.g. to analysts, industry or professional bodies, the media, customers or any other person) prior to being announced to the ASX. If it is proposed to present any material information to analysts, professional bodies, journalists or customers, copies of your material are provided to the Company Secretary prior to presenting that information externally.

All inquiries from analysts must be referred to the CEO / Managing Director. All material to be presented at an analyst briefing must be approved by or referred through the CEO / Managing Director prior to briefing.

All inquiries from the media must be referred to the CEO / Managing Director.

All media releases and material to be presented (e.g. at seminars) must be approved by or referred through the Managing Director prior to release to journalists or other professional bodies.

## **Section IV Disclosure of Information Policy**

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### **8. Board Consideration of Disclosure**

The Board of OKU will consider whether there are any matters requiring disclosure in respect of each and every item of business that it considers. Additionally the Board will note all matters which were disclosed since the last meeting.

Any director or employee of OKU, who becomes aware that relevant information has not been notified and disclosed in accordance with the preceding provisions, should immediately contact the Company Secretary so that appropriate action can be taken.

### **9. Shareholder Communication Policy**

These procedures are supported by procedures to provide the shareholders with important information in a timely manner via electronic communication. The shareholder communication policies are summarised below and operate in conjunction with the general disclosure policies.

- The company aims to maintain an up to date website which includes all information announced to ASX as well as other company information. All ASX announcements are posted to the company website as soon as possible after confirmation of receipt is received from ASX, including all financial reports.
- The website can be used as an effective tool for shareholders to make enquiry to the company via email or provide company contact information.
- The company operates an email register for shareholders who wish to receive communications from the company via email of any announcements made to the ASX once released to the market.
- All Notices of Meetings and Explanatory Notes are placed on the website once released to the ASX and sent to the shareholders.
- All shareholders receive the full Annual Report in hard copy unless a request not to receive the document is sent by the Shareholder. The report includes an annual review of operations of the group, changes in the state of affairs and details of future developments in addition to other disclosures required by the Corporations Act 2001 and ASX Listing Rules.
- The half year report contains summarised financial information and a review of operations of the group, this report is lodged with ASX and posted on the company's website.
- A response will be provided to shareholder queries if received and directors are available to meet with security holders on request.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IV Disclosure of Information Policy**

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**10. Conclusion**

Compliance with this policy is very important. Failure to comply could lead to civil or criminal liabilities for OKU and its directors and employees and could have a damaging impact on the perception of OKU within the investment community. Any director or employee of OKU who wilfully or negligently causes a failure to comply by OKU will be considered to have engaged in serious misconduct which may result in the termination of their engagement by OKU.

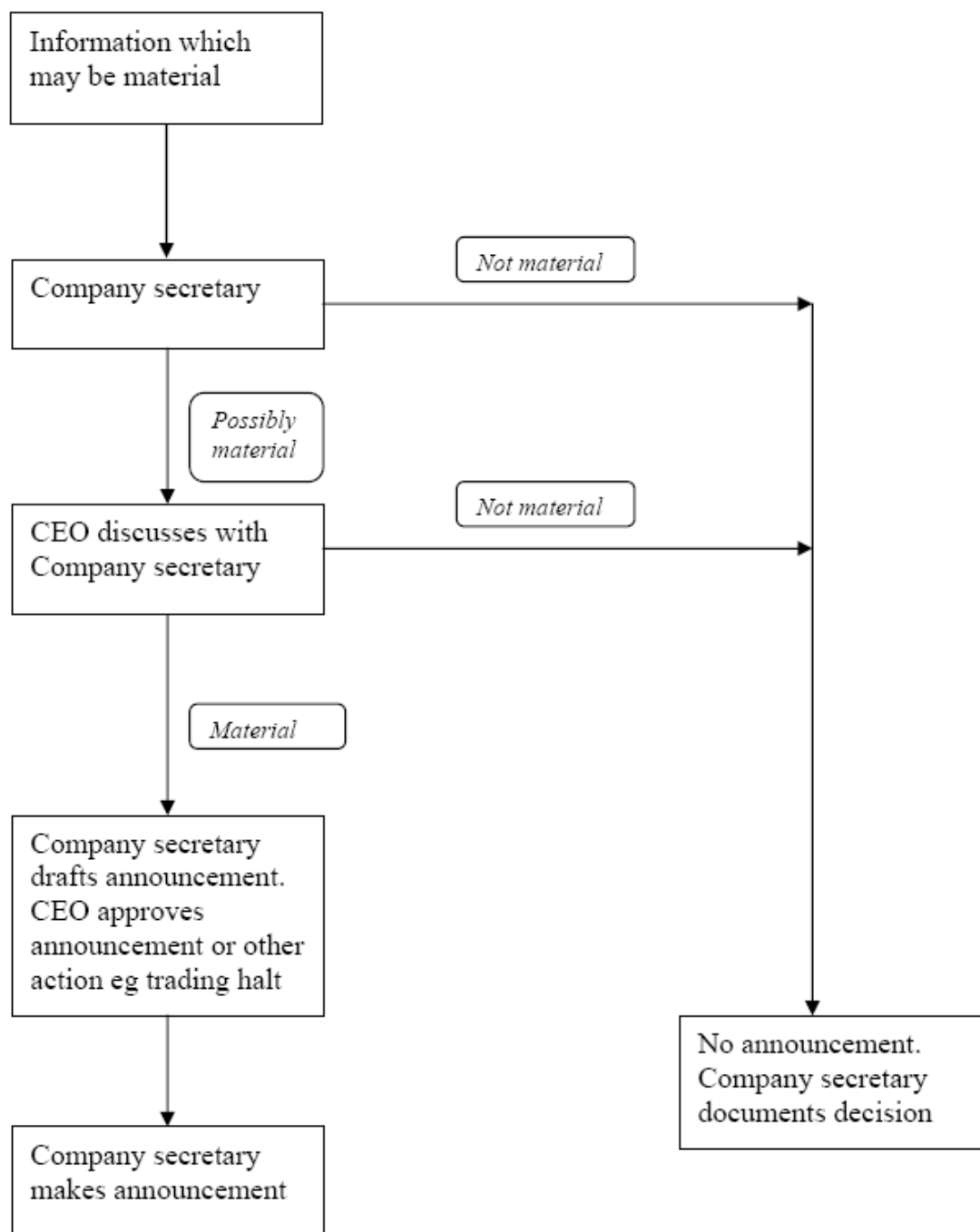
All directors and employees are encouraged to actively consider the need for disclosure. Do you have undisclosed information likely to influence a person to buy or sell OKU securities? If so, notify the Company Secretary or if you are a Director, the Managing Director, as soon as possible.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IV Disclosure of Information Policy**

**Attachment A – Continuous Disclosure Flow Sheet**

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**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section V Securities Trading Policy**

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**1. Introduction**

The Employees and Directors of OKU may have in their possession, sensitive commercial information that could materially affect the value of OKU securities. The Corporations Act 2001 prohibits insider trading in relation to financial products including securities. The provisions are wide ranging and breaches are serious offences.

This document:

- (a) provides an outline of the insider trading and other relevant provisions of the Corporations Act;
- (b) sets out the rules relating to dealings by Employees and Directors in securities issued by OKU;

This policy is designed to assist in preventing breaches of the insider trading provisions of the Corporations Act. Ultimately it is the responsibility of the Employee and Director to ensure that none of his or her dealings could constitute insider trading.

**2. Insider Trading Prohibition**

**2.1 The Nature of the Prohibition**

Under the Corporations Act, a person is prohibited from dealing in securities where:

- the person possesses information which is not generally available to the public; and
- that information may have a material effect on the price or value of securities of the relevant entity; and
- the person knows or ought reasonably to know that the information is not generally available and if it were it might have a material effect on the price of securities.

In addition, a person with inside information must not procure another person to deal in OKU's securities nor communicate the information (directly or indirectly) to another person who the person believes may deal (or procure someone else to deal) in OKU's securities.

**2.2 How You Become Aware of the Information is Irrelevant**

It is irrelevant how or in what capacity the person comes into possession of the information. This means that S 1043A will apply to any Employee or Director who acquires "inside information" in relation to OKU securities, no matter in which capacity and is prohibited from dealing in those securities.

**2.3 What Does Information Include?**

For the purposes of the insider trading provisions of the Corporations Act, information is defined broadly and includes matters of supposition and other matters which are insufficiently

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section V Securities Trading Policy**

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definite to warrant being made known to the public. It also includes matters relating to the intentions of a person.

2.4 Information that might materially affect Price or Value?

Means information that a reasonable person would expect to have a material effect on the price or value of OKU securities. A reasonable person would be taken to expect information to have a material effect on price or value if the information would be likely to influence persons who commonly invest in securities whether or not to do so.

Examples of this type of information which might affect the price or value of OKU securities include:

- proposed changes in capital structure, capital returns and buy backs;
- information relating to OKU's financial results;
- a material acquisition, divestment or realisation of assets;
- proposed dividends and share issues;
- changes to the board;
- possible events which could have a material impact on profits (negatively or positively) e.g, loss of a major customer;
- proposed changes in the nature of the business of OKU;
- notification to OKU of a substantial shareholding; and
- any information required to be announced to the market pursuant to Listing Rule 3.1.

3. **Dealing in Securities Issued by OKU**

3.2 When Dealing may Occur

Directors and the Company Secretary must receive clearance for any proposed dealing in OKU's securities on the ASX as follows:

- a Director and the Company Secretary of OKU must inform and receive approval from the Chairman prior to undertaking a transaction; and
- the Chairman must obtain approval from the Board or the next most senior Director, prior to undertaking a transaction.

It is intended that a request will be answered within 48 hours.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section V Securities Trading Policy**

---

Employees may buy or sell OKU's securities on the ASX during a "Trading Window" being a period of 60 days commencing 48 hours following:

- the announcement of half-yearly results;
- the announcement of annual results; or
- the holding of the Annual General Meeting.

except where the Employee is in possession of price sensitive information or where OKU is in possession of price sensitive information and OKU has notified the Employee that they may not buy or sell securities during all or part of any such period.

In addition to trading permitted within the Trading Windows, transactions may also be allowed under the following circumstances providing that prior to buying or selling OKU's securities a Director or Employee contacts the Chairman or the Company Secretary to ensure no important developments are pending which need to be made public before an insider could properly participate in the market:

- Following the release of results, which include adequate comments on new developments;
- Following the wide dissemination of information on the status of OKU and current results;
- At times where there is relative stability in the market for OKU's securities and OKU's operations.

Employees, Directors and the Company Secretary may also buy or sell OKU's securities during the period that OKU has a current prospectus or other form of disclosure document on issue pursuant to which persons may subscribe for securities.

**3.2 Prohibition on Short Term Dealing**

Employees may not deal in OKU's securities on a "short-term" basis. That is Employees may not buy and sell securities within a three month period. In addition, Employees may not enter into any other short term dealings (for example, forward contracts) except with the approval of the Chairman.

**3.3 Exercise of Options**

Options may be exercised at any time in accordance with their terms of issue, unless the Employee is in possession of price sensitive information.

In addition, any dealings in securities acquired upon exercise of options must only occur in accordance with these guidelines.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section V Securities Trading Policy**

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**3.4 Confirmation of dealing that has Occurred**

OKU may require an Employee to provide confirmation of dealing in OKU securities by an Employee or his/her associate(s).

**3.5 Director Requirement to Report to the Market – Listing Rule 3.19A**

Directors are required to provide details of all changes to their interest in OKU securities registered in the name of the Director or held on behalf of the Director, directly or indirectly. The details must be provided as soon as reasonably possible after the date of the change and in any event no later than three business days after the change or another time frame agreed with Company Secretary which allows for compliance with the listing rule obligations.

**4. Related Parties and Relevant Interests**

The restrictions on dealings by an Employee or Director are equally applicable to any dealings:

- (a) by their spouses or de facto spouses;
- (b) by or on behalf of any dependant under 18 years of age; and
- (c) any other dealings in which, for the purposes of the Corporations Act, he or she is or is to be treated as interested. For example, if an Employee or Director is a trustee of a trust and is also a beneficiary of the trust, the Employee or Director must not trade in OKU securities on behalf of the trust without reference to this policy.

It is the duty of the Employee and Director to seek to avoid any such dealing at a time when he or she is himself or herself prohibited from dealing.

**5. Dealing in Securities of other Companies**

Whilst dealing in securities in other listed companies is allowable, the prohibited conduct under the Corporations Act includes dealings in securities of OKU as well as of other listed companies with which OKU may be dealing (such as OKU's joint venture partners) where an Employee possesses "inside information" in relation to that other company.

That is, if you are aware of information that is not generally available but which, if it were generally available, a reasonable person would expect it to have a material effect on the price or value of a security, you should not deal in the securities of the companies that it affects. For example, where you are aware that OKU is about to sign a major agreement with another company, you should not buy securities in either OKU or the other company.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section V Securities Trading Policy**

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**6. Hedging Policy**

The non-executive Directors and senior executives who participate in equity-based remuneration schemes, they are prohibited from entering into transactions or arrangements which limit the economic risk of participating in unvested entitlements or entitlements subject to a holding lock.

**7. Conclusion**

Compliance with the rules set out in this document is mandatory. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both. Failure to comply with this policy could have a damaging impact on perception of OKU within the investment community.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VI Risk Management Policy**

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**1. Introduction**

The Company's risk management policy is designed to provide the framework to identify, assess, monitor and manage the risks associated with the Company's business.

The board adopts practices designed to identify significant areas of business risk and to effectively manage those risks in accordance with the Company's risk profile. Where necessary, the board draws on the expertise of appropriate external consultants to assist in dealing with or mitigating risk.

**2. Risk Areas**

The Company's main areas of risk include:

- exploration and development,
- fluctuating commodity prices and exchange rates,
- political and economic climate in its areas of operation and,
- continuous disclosure obligations.

Regular consideration is given to all these matters by the board.

**3. Internal control framework**

The Company has in place an internal control framework to assist the board in identifying, assessing, monitoring and managing risk. This framework is reviewed annually and can be described under the following headings:

- **Financial Reporting**  
Quarterly financial information is prepared and reviewed by the CEO / Managing Director. A budget is formalised and approved at the commencement of the financial year.
- **Continuous Disclosure**  
The company has in place a Disclosure Policy that is reviewed regularly.
- **Operations Review**  
The managing director sends operations reports to the board for review on a regular basis. These are currently informal but will be made more formal as Operations increase.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VI Risk Management Policy**

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- Investment Appraisal

The board has no guidelines that it applies to hedging contracts and review of capital investment as at this stage they are not relevant.

The Company's internal control system is monitored by the board and assessed regularly to ensure effectiveness and relevance to the Company's current and future operations.

Procedures have been put in place to ensure the CEO / Managing Director and the CFO (or equivalent) state in writing to the board that the integrity of the financial statements is founded on a sound system of risk management and internal compliance and control and that the Company's risk management and internal compliance and control system is operating efficiently and effectively.

The Company is not currently of a size to enable the formation of committee's, the full board currently has the responsibility for the risk management of the Company however, the board will assess the need to form a committee on a regular basis in conjunction with the necessity to form an audit committee.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VII Diversity Policy**

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**1. Introduction**

The Company and all its related bodies corporate are committed to workplace diversity. The Company recognises the benefits arising from employee and board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

Diversity includes, but is not limited to, gender, age, ethnicity and cultural background. To the extent practicable, the Company will address the recommendations and guidance provided in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (**ASX Principles**).

This Diversity Policy does not form part of an employee's contract of employment with the Company, nor gives rise to contractual obligations. However, to the extent that the Diversity Policy requires an employee to do or refrain from doing something and at all times subject to legal obligations, this Diversity Policy forms a direction of the Company with which an employee is expected to comply. In order to have a properly functioning diverse workplace, discrimination, harassment, vilification and victimisation cannot and will not be tolerated.

**2. Objectives**

The Diversity Policy provides a framework for the Company to achieve:

- a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- improved employment and career development opportunities for women;
- a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity; and
- awareness in all staff of their rights and responsibilities with regards to fairness, equity and respect for all aspects of diversity,

(collectively, the Objectives).

This Diversity Policy does not impose on the Company, its directors, officers, agents or employee any obligation to engage in, or justification for engaging in, any conduct which is illegal or contrary to any anti-discrimination or equal employment opportunity legislation or laws in any State or Territory of Australia or of any foreign jurisdiction.



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VII Diversity Policy**

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**3. Responsibilities**

3.1 The Board's commitment

The Company's Board is committed to workplace diversity, with a particular focus on supporting the representation of women at the senior level of The Company and on the Company Board.

The Board is responsible for developing measurable objectives and strategies to meet the Objectives of the Diversity Policy (Measurable Objectives) and monitoring the progress of the Measurable Objectives through the monitoring, evaluation and reporting mechanisms listed below.

The Board may also set Measurable Objectives for achieving gender diversity and monitor their achievement.

The Board will conduct all Board appointment processes in a manner that promotes gender diversity, including establishing a structured approach for identifying a pool of candidates, using external experts where necessary.

3.2 Strategies

The Company's diversity strategies include:

- recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- reviewing succession plans to ensure an appropriate focus on diversity;
- identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- developing programs to develop a broader pool of skilled and experienced senior management and board candidates, including, workplace development programs, mentoring programs and targeted training and development;
- developing a culture which takes account of domestic responsibilities of employees; and
- any other strategies the Board develops from time to time.

**4. Monitoring and Evaluation**

The Chairman will monitor the scope and currency of this policy.

The Company is responsible for implementing, monitoring and reporting on the Measurable Objectives.

Measurable Objectives as set by the Board will be included in the annual key performance indicators for the Managing Director/CEO and senior executives.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VII Diversity Policy**

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In addition, the Board will review progress against the Objectives as a key performance indicator in its annual performance assessment.

**5. Reporting**

The Board will include in the Annual Report each year:

- the Measurable Objectives, if any, set by the Board;
- progress against the Objectives; and
- the proportion of women employees in the whole organisation, at senior management level and at Board level.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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**1. Purpose**

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Oklo Resources Limited ACN 121 582 607 (**Company**) is committed to the highest standards of conduct and ethical behaviour in all of our business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance across the Company. As part of that commitment, the Company has established this Whistleblower Policy (**Policy**), in compliance with applicable laws and practices.

This Policy is an important tool for helping the Company to identify wrongdoing that may not be uncovered unless there is a safe and secure means for disclosing wrongdoing. The Company encourages Disclosers who are aware of possible wrongdoing to report it in accordance with this Policy.

The purpose of this Policy is to:

- (a) provide information about the protections available to Disclosers;
- (b) encourage more Disclosures of wrongdoing;
- (c) help deter wrongdoing, in line with the Company's risk management and governance framework;
- (d) ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- (e) ensure Disclosures are dealt with appropriately and on a timely basis;
- (f) provide transparency around the Company's framework for receiving, handling and investigating Disclosures;
- (g) support the Company's values and Code of Conduct;
- (h) support the Company's long-term sustainability and reputation;
- (i) meet the entity's legal and regulatory obligations;
- (j) describe the channels through which Disclosures may be made; and
- (k) provide for the process for investigating and dealing with Disclosures and how the Company will support Disclosers and protect them from Detriment.

This Policy is intended to supplement all applicable laws, rules and other corporate policies including, without limitation, the Company's Code of Conduct and the Company's Anti-Bribery and Corruption Policy.

This Policy does not form part of any contract of employment or any industrial instrument.

**Note:** There are certain differences between the whistleblower protections that exist under the Corporations Act and the whistleblower protections that exist under the Taxation Administration Act. Please read this Policy carefully before making a Disclosure to ensure that you understand what is required in order for you to be afforded adequate protection.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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**2. Definitions and interpretation**

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**2.1 Definitions**

In this Policy:

**APRA** means the Australian Prudential Regulation Authority.

**ASIC** means the Australian Securities and Investments Commission.

**Associate** has the meaning given to that term under the Corporations Act.

**ATO** means the Australian Tax Office.

**Audit Committee** means the audit and risk management committee of the Board from time to time.

**Board** means the board of Directors of the Company from time to time.

**Chairman** means the person appointed by the Board as chairman from time to time.

**Company** means Oklo Resources Limited ACN 121 582 607 .

**Company Secretary** means a person appointed by the Company to be the company secretary.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Corporations Regulations** means *Corporations Regulations 2001* (Cth).

**Detriment** has the meaning given in section 1317ADA of the Corporations Act, which may include, without limitation:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee's position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees of the same employer;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person's reputation;
- (h) damage to a person's business or financial position; or
- (i) any other damage to a person.

**Detrimental Conduct** means conduct, or a threat to engage in conduct, that causes Detriment to a Discloser.

**Director** means any person holding the position of a director of the Company and includes an alternate director and Directors means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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**Disclosable Matter** has the meaning given to that term by clause 4.1 of this Policy.

**Discloser** means a person who makes a Disclosure in accordance with section 1317AA of the Corporations Act and is a person listed in clause 3.2 of this Policy.

**Disclosure** means a disclosure of information relating to a Disclosable Matter.

**Eligible Recipient** has the meaning given to that term by clause 5.2(b) of this Policy.

**Emergency Disclosure** has the meaning given to that term by clause 7(c) of this Policy.

**HR** means the human resources department of the Company.

**Journalist** means a person who is working in a professional capacity as a journalist for any of the following:

- (a) a newspaper or magazine;
- (b) a radio or television broadcasting service;
- (c) an electronic service (including a service provided through the internet) that:
  - (1) is operated on a commercial basis, or operated by a body that provides a national broadcasting service (within the meaning of the *Broadcasting Services Act 1992* (Cth)); and
  - (2) is similar to a newspaper, magazine or radio or television broadcast.

**Officer** has the meaning given to that term by section 9 of the Corporations Act.

**Misconduct** includes fraud, negligence, default, breach of trust and breach of duty.

**Personnel** means Officers, Senior Managers or employees of the Company.

**Personal Work-Related Grievance** means a grievance that:

- (a) relates to the Discloser's current or former employment and has, or tends to have, implications for the Discloser personally;
- (b) does not have any significant implications for the Company to which the grievance relates, or another regulated entity under part 9.4AAA of the Corporations Act, that do not relate to the Discloser; and
- (c) does not concern conduct, or alleged conduct, referred to in section 1317AA(5)(c),(d),(e) or (f) of the Corporations Act.

**Policy** means this Whistleblower Policy.

**Public Interest Disclosure** has the meaning given to that term by clause 7(b) of this Policy.

**Related Body Corporate** has the meaning given to that term under the Corporations Act.

**Senior Manager** means a person (other than an Officer of the Company) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company's financial standing.

**Taxation Administration Act** means the *Taxation Administration Act 1953* (Cth).

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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**2.2 Interpretation**

Unless the contrary intention appears, a reference in this Policy to:

- (a) the singular includes the plural and vice versa;
- (b) one gender includes the others;
- (c) an item, recital, clause, subclause, paragraph, schedule or attachment is to an item, recital, clause, subclause, paragraph of, or schedule or attachment to, this Policy and a reference to this Policy includes any schedule or attachment; and
- (d) headings are for ease of reference only and do not affect the meaning or interpretation of this Policy.

**2.3 Taxation Administration Act**

Certain disclosures of information may have protection under whistleblower provisions in the Taxation Administration Act. Set out in Schedule 4 is a summary of these protections, which is not exhaustive or intended to override the regulatory protections under the Taxation Administration Act. Any matter that should be dealt with under the Taxation Administration Act provisions, will be handled in that manner by the Company. The Company may deal with any disclosure made under the Taxation Administration Act in the manner contemplated by this Policy.

**3. Who the Policy applies to**

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**3.1 Qualification for protection**

- (a) A Discloser qualifies for protection as a whistleblower under the Corporations Act if they are a Discloser in relation to the Company and:
  - (1) they have made a Disclosure relating to a Disclosable Matter:
    - (A) directly to an Eligible Recipient; or
    - (B) to ASIC, APRA or another Commonwealth Body prescribed by the Corporations Regulations for the purposes of s 1317AA(1)(b) of the Corporations Act;
  - (2) they have made a Disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
  - (3) they have made an Emergency Disclosure or Public Interest Disclosure.

**3.2 Disclosers**

An individual is a Discloser for the purposes of this Policy if the individual is, or has been, any of the following:

- (a) an Officer of the Company;
- (b) an employee of the Company (including permanent, part-time, fixed-term or temporary employees, interns, secondees and managers);

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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- (c) an individual who supplies services or goods to the Company (whether paid or unpaid) (e.g. current and former contractors, consultants, service providers and business partners);
- (d) an employee of a person that supplies goods or services to the Company (whether paid or unpaid);
- (e) an individual who is an Associate of the Company;
- (f) a relative, dependant or spouse of an individual referred to in any of paragraphs (a) to (e) above; and
- (g) an individual prescribed by the Corporations Regulations for the purposes of section 1317AAA(i) of the Corporations Act.

**4. Matters the Policy applies to**

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**4.1 Disclosable Matters**

- (a) A Disclosable Matter involves information that the Discloser has reasonable grounds to suspect concerns Misconduct or an improper state of affairs or circumstances in relation to:
  - (1) the Company; or
  - (2) a Related Body Corporate of the Company.
- (b) The term 'reasonable grounds to suspect' is based on the objective reasonableness of the reasons for the Discloser's suspicion. A Discloser's motive for making a Disclosure, or their personal opinion of the person(s) involved, does not prevent them from qualifying for protection under the Corporations Act.
- (c) Without limitation, a Disclosable Matter includes information which indicates that the Company or a Related Body Corporate (including one or more of their employees and Officers) has engaged in conduct that:
  - (1) constitutes an offence against, or a contravention of, a provision of any of the following:
    - (A) the Corporations Act;
    - (B) the *Australian Securities and Investments Commission Act 2001* (Cth);
    - (C) the *Banking Act 1959* (Cth);
    - (D) the *Financial Sector (Collection of Data) Act 2001* (Cth);
    - (E) the *Insurance Act 1973* (Cth);
    - (F) the *Life Insurance Act 1995* (Cth);
    - (G) the *National Consumer Credit Protection Act 2009* (Cth);
    - (H) the *Superannuation Industry (Supervision) Act 1993* (Cth);
    - (I) an instrument made under an Act referred to in paragraphs (A) to (H) above;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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- (2) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
  - (3) represents a danger to the public or the financial system; or
  - (4) is prescribed by the Corporations Regulations for the purposes of section 1317AA(5)(f) of the Corporations Act.
- (d) By way of further example, the following types of wrongdoing will amount to a Disclosable Matter:
- (1) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property);
  - (2) fraud, money laundering or misappropriation of funds;
  - (3) offering or accepting a bribe;
  - (4) financial irregularities;
  - (5) failure to comply with, or breach of, legal or regulatory requirements; or
  - (6) engaging in or threatening to engage in Detrimental Conduct against a person who has made a Disclosure or is believed or suspected to have made, or be planning to make, a Disclosure.
- (e) A Disclosable Matter includes conduct that may not involve a contravention of a particular law.
- (f) Information that indicates a significant risk to public safety or the stability of, or confidence in, the financial system is a Disclosable Matter, even if it does not involve a breach of a particular law.
- (g) A Discloser can still qualify for protection even if their Disclosure turns out to be incorrect.

**4.2 What this Policy will not address**

- (a) This Policy is intended to complement (not replace) any applicable usual reporting avenues the Company has for raising issues of concern (for example, by talking to the relevant manager).
- (b) Disclosures that relate solely to Personal Work-Related Grievances, and that do not relate to Detriment or threat of Detriment to the Discloser, do not qualify for protection under the Corporations Act.
- (c) The Corporations Act includes the following specific examples of grievances that may be Personal Work-Related Grievances. These examples include:
  - (1) an interpersonal conflict between the Discloser and another employee;
  - (2) a decision that does not involve a breach of workplace laws;
  - (3) a decision about the engagement, transfer or promotion of the Discloser;
  - (4) a decision about the terms and conditions of engagement of the Discloser;



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (5) a decision to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.
- (d) A Personal Work-Related Grievance may still qualify for protection if:
  - (1) it includes information about Misconduct, or information about Misconduct includes or is accompanied by a Personal Work-Related Grievance (mixed report);
  - (2) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the Disclosure relates to information that suggests Misconduct beyond the Discloser's personal circumstances;
  - (3) the Discloser suffers from or is threatened with Detriment for making a Disclosure; or
  - (4) the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
- (e) Any complaints of injustice in the assessment of an employee's performance, or discrimination, will be dealt with under the appropriate Company policy.
- (f) Employees may raise Personal Work-Related Grievances and other types of issues or concerns that are not covered by this Policy by contacting the Company Secretary.
- (g) Employees are encouraged to seek legal advice about their rights and protections under employment or contract law and to resolve their Personal Work-Related Grievance.

**5. Making a Disclosure under this Policy**

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**5.1 Before making a Disclosure**

- (a) Employees of the Company who become aware of, or suspect on reasonable grounds, potential cases of Disclosable Matters are encouraged to discuss the matter with HR or their manager at first instance. This is not a requirement and the Employee is free to make a Disclosure under this Policy without first discussing with HR or their manager.
- (b) In making a Disclosure, a Discloser must have reasonable grounds to suspect that their Disclosure concerns a Disclosable Matter.

**5.2 Eligible Recipients**

- (a) A Discloser must make their Disclosure directly to an Eligible Recipient, in order for the Disclosure to qualify for protection under the Corporations Act (except for external Disclosures made in accordance with clause 6 of this Policy).
- (b) Under the Corporations Act each of the following is an Eligible Recipient in relation to the Company:
  - (1) an Officer or Senior Manager of the Company or a Related Body Corporate;
  - (2) the internal or external auditor (including a member of an audit team conducting an audit) of the Company or a Related Body Corporate;
  - (3) an actuary of the Company or a Related Body Corporate; and

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (4) such other persons (if any) authorised by the Company to receive Disclosures under this Policy, which may be set out in Schedule 1 or as otherwise approved by the Company from time to time.
  
- (c) If any person is in doubt as to who is an Eligible Recipient, the Disclosure may be made to the Company Secretary.

**5.3 Making a Disclosure**

- (a) Contact details for certain Eligible Recipients and the Company's external whistleblowing service (if any) are provided in Schedule 1 to this Policy.
- (b) A Discloser should expressly refer to this Policy when making a Disclosure.
- (c) External disclosures are dealt with under clause 6 of this Policy.
- (d) The Company may from time to time appoint additional Eligible Recipients within the Company and may engage an external whistleblowing service to receive Disclosures.
- (e) The Company will communicate the identity and contact details of Eligible Recipients and details of any external whistleblowing service (as available) to Officers and employees of the Company by updating Schedule 1 of this Policy.
- (f) Any Disclosure made will be treated in accordance with this Policy.

**5.4 Anonymous Disclosures**

- (a) A Disclosure can be made anonymously and still be protected under the Corporations Act.
- (b) A Discloser can choose to remain anonymous while making a Disclosure, over the course of any investigation and after any investigation is finalised.
- (c) A Discloser may refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations.
- (d) A Discloser who wishes to remain anonymous should maintain ongoing two-way communication with the Company, so the Company can ask for follow-up questions or provide feedback.

**6. External Disclosures**

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**6.1 Regulatory bodies and other external parties**

- (a) The Company encourages employees and external Disclosers to make a Disclosure to one of the Company's internal or external Eligible Recipients in the first instance. The Company would like to be aware of and address wrongdoing as early as possible. The Company's approach is intended to help build confidence and trust in this Policy and its whistleblower processes and procedures.
- (b) A Discloser may also make a Disclosure directly to regulatory bodies, or other external parties, about a Disclosable Matter and qualify for protection under the Corporations Act without making a prior Disclosure to the Company.
- (c) A Disclosure can be made to:
  - (1) ASIC;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (2) APRA; or
  - (3) another Commonwealth body prescribed by the Corporations Regulations for the purposes of s 1317AA(1)(b)(iii) of the Corporations Act;
- and qualify for protection under the Corporations Act.

**6.2 Disclosures to legal practitioners**

A Disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in Part 9.4AAA of the Corporations Act is protected (even in the event that the legal practitioner concludes that a Disclosure does not relate to a Disclosable Matter).

**7. Public Interest Disclosures and Emergency Disclosures**

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- (a) Disclosures can be made to a Journalist or parliamentarian under certain circumstances and qualify for protection under the Corporations Act.
- (b) A Public Interest Disclosure is the Disclosure of information to a Journalist or a parliamentarian, where:
  - (1) at least 90 days have passed since the Discloser made a Disclosure to ASIC, APRA or another Commonwealth body prescribed by the Corporations Regulations for the purposes of s 1317AA(1)(b)(iii) of the Corporations Act;
  - (2) the Discloser does not have reasonable grounds to believe that that action is being, or has been taken, in relation to their Disclosure;
  - (3) the Discloser has reasonable grounds to believe that making a further Disclosure of the information would be in the public interest; and
  - (4) before making the Public Interest Disclosure, the Discloser has given written notice to the body in sub-paragraph (1) (i.e. the body to which the previous Disclosure was made) that:
    - (A) includes sufficient information to identify the previous Disclosure; and
    - (B) states that the Discloser intends to make a Public Interest Disclosure.
- (c) An Emergency Disclosure is the Disclosure of information to a Journalist or parliamentarian, where:
  - (1) the Discloser has previously made a Disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by the Corporations Regulations for the purposes of s 1317AA(1)(b) of the Corporations Act;
  - (2) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;
  - (3) before making the Emergency Disclosure, the Discloser has given written notice to the body in sub-paragraph (1) (i.e. the body to which the previous Disclosure was made) that:
    - (A) includes sufficient information to identify the previous Disclosure; and

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (B) states that the Discloser intends to make an Emergency Disclosure;  
and
- (4) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the Journalist or parliamentarian of the substantial and imminent danger.
- (d) It is important for a Discloser to understand the criteria for making a Public Interest Disclosure or Emergency Disclosure.
- (e) In particular, Disclosers should note before making a Public Interest Disclosure or Emergency Disclosure, a Disclosure must have previously been made to ASIC, APRA or a prescribed body and written notice provided to the body to which the Disclosure was made. Additionally, in the case of a Public Interest Disclosure, at least 90 days must have passed since the previous Disclosure.
- (f) A Discloser should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

**8. Legal protections for Disclosers**

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This clause 8 sets out the protections that are available under Part 9.4AAA of the Corporations Act to Disclosers.

**8.1 Identity protection**

- (a) The Company has legal obligations to protect the confidentiality of a Discloser's identity.
- (b) A person (including Personnel bound by this Policy) cannot disclose the identity of a Discloser or information that is likely to lead to the identification of the Discloser (which they have obtained directly or indirectly because the Discloser made a Disclosure that qualifies for protection).
- (c) The exception to clause 8.1(b) is if a person discloses the identity of the Discloser:
  - (1) to ASIC, APRA, or a member of the Australian Federal Police (within the meaning of the *Australian Federal Police Act 1979 (Cth)*);
  - (2) to a legal practitioner (for the purposes of obtaining legal advice or legal representation about the whistleblower provisions in Part 9.4AAA of the Corporations Act);
  - (3) to a person or body prescribed by the Corporations Regulations for the purposes of section 1317AAE(2)(e) of the Corporations Act; or
  - (4) with the consent of the Discloser.
- (d) A person can disclose the information contained in a Disclosure with or without the Discloser's consent if:
  - (1) the disclosure of information:
    - (A) does not include the Discloser's identity; and
    - (B) is reasonably necessary for investigating the Disclosable Matter raised in the Disclosure; and

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (2) the entity has taken all reasonable steps to reduce the risk that the Discloser will be identified from the information.
- (e) It is illegal for a person to identify a Discloser, or disclose information that is likely to lead to the identification of the Discloser, outside the exceptions in paragraphs (c) and (d) of this clause.
- (f) A Discloser can lodge a complaint with the Company about a breach of confidentiality by contacting the Company Secretary.
- (g) A Discloser may lodge a complaint about a breach of confidentiality with a regulator, such as ASIC, APRA or the ATO, for investigation.

**8.2 Protection from detrimental acts or omissions**

- (a) A person (including Personnel bound by this Policy) cannot engage in conduct that:
  - (1) causes Detriment to a Discloser (or another person); or
  - (2) constitutes the making of a threat to cause Detriment to a Discloser (or another person),if:
  - (3) the person believes or suspects that the Discloser (or another person) made, may have made, proposes to make or could make a Disclosure that qualifies for protection; and
  - (4) the belief or suspicion is the reason, or part of the reason, for the Detrimental Conduct,

**(Detrimental Conduct).**
- (b) A threat may be express or implied, or conditional or unconditional. A Discloser (or another person) who has been threatened in relation to a Disclosure does not have to actually fear that the threat will be carried out.
- (c) Section 1317ADA of the Corporations Act provides that Detriment includes any of the following:
  - (1) dismissal of an employee;
  - (2) injury of an employee in his or her employment;
  - (3) alteration of an employee's position or duties to his or her disadvantage;
  - (4) discrimination between an employee and other employees of the same
  - (5) employer;
  - (6) harassment or intimidation of a person;
  - (7) harm or injury to a person, including psychological harm;
  - (8) damage to a person's property;
  - (9) damage to a person's reputation;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (10) damage to a person's business or financial position; or
- (11) any other damage to a person.
- (d) The following actions are not Detrimental Conduct:
  - (1) administrative action that is reasonable for the purpose of protecting a Discloser from detriment (e.g. moving a Discloser who has made a Disclosure about their immediate work area to another office to prevent them from detriment); and
  - (2) managing a Discloser's unsatisfactory work performance, if the action is in line with the entity's performance management framework.

**8.3 Compensation and other remedies**

- (a) A Discloser (or any other employee or person) can seek compensation and other remedies through the courts under sections 1317AD and 1317AE if they suffer loss, damage or injury from Detriment arising from a Disclosure.
- (b) Disclosers are encouraged to seek independent legal advice in relation to their right to compensation and other remedies.

**8.4 Civil, criminal and administrative liability protection**

- (a) A Discloser is protected from any of the following in relation to their Disclosure:
  - (1) civil liability (e.g. any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
  - (2) criminal liability (e.g. attempted prosecution of the Discloser for unlawfully releasing information, or other use of the Disclosure against the Discloser in a prosecution (other than for making a false Disclosure)); and
  - (3) administrative liability (e.g. disciplinary action for making the Disclosure).
- (b) The protections do not grant immunity for any misconduct a Discloser has engaged in that is revealed in their Disclosure.

**9. Anonymity and confidentiality**

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- (a) The Company will implement measures to protect the anonymity of Disclosers where a Disclosure is made anonymously which will include the following:
  - (1) communication with the Discloser will be through anonymised email addresses; and
  - (2) a Discloser may adopt a pseudonym for the purpose of their Disclosure.
- (b) The Company will keep the identity of a Discloser who has made a Disclosure under this Policy confidential and not disclose the Discloser's identity, or information that is likely to lead to the identification of the Discloser, to a third party, except as permitted by the Corporations Act as set out in clause 8.1(c) or 8.1(d) of this Policy.
- (c) Unauthorised disclosure by Personnel of:
  - (1) a Discloser's identity; or

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (2) information that is likely to lead to the identification of that person,  
  
shall be a breach of this Policy and may also be in breach of the Corporations Act.
- (d) The Company may take disciplinary action against any Personnel who makes an unauthorised disclosure under this Policy.

**10. Support and practical protection for Disclosers**

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- (a) The Company's processes and procedures for supporting and protecting Disclosers are set out in Schedule 2.
- (b) The Company will not tolerate any form of Detrimental Conduct to a Discloser who has made a Disclosure or to a person who is subjected to such conduct because of the belief or suspicion that they have made a Disclosure.
- (c) The Company will take all reasonable steps to protect Disclosers from Detriment because they have made, are proposing to make or able to make a Disclosure under this Policy.
- (d) Personnel found to have caused or threatened to cause Detriment to a Discloser may be subject to disciplinary action including, in serious cases, dismissal.
- (e) A Discloser who believes they have suffered Detriment as a result of making a Disclosure may wish to submit a complaint in accordance with Schedule 2.
- (f) A Discloser may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO, if they believe they have suffered Detriment.

**11. Handling and investigation of Disclosures**

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**11.1 Handling a Disclosure**

- (a) All Disclosures will be taken seriously and will be investigated as soon as practicable after they are received.
- (b) The Company will need to assess each Disclosure to determine whether:
  - (1) it qualifies for protection; and
  - (2) a formal, in-depth investigation is required.

**11.2 Investigating a Disclosure**

- (a) 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 Disclosable Matter and the circumstances.
- (b) The Company may appoint a person to assist in the investigation of a Disclosure. Where appropriate, the Company will provide feedback to the Discloser regarding the progress and outcome of the investigation (subject to considerations of the privacy of those against whom allegations are made).
- (c) The key steps the Company will take in investigating Disclosures are set out in Schedule 3.
- (d) Without a Discloser's consent, the Company cannot disclose information that is likely to lead to the identification of the Discloser as part of its investigation process - unless:

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (1) the information does not include the Discloser's identity;
- (2) the Company removes information relating to the Discloser's identity or other information that is likely to lead to the identification of the Discloser (e.g. the Discloser's name, position title (if applicable) and other identifying details); and
- (3) it is reasonably necessary for investigating the issues raised in the Disclosure.

**11.3 Factors the Company will consider**

If the Company determines that it will need to investigate a Disclosure, the Company will also need to determine:

- (a) the nature and scope of the investigation;
- (b) the person(s) within and/or outside the Company that should lead the investigation;
- (c) the nature of any technical, financial or legal advice that may be required to support the investigation; and
- (d) the timeframe for the investigation.

**11.4 Limitations of the investigation process**

The Company may not be able to undertake an investigation if it is not able to contact the Discloser (e.g. if a Disclosure is made anonymously and the Discloser has refused to provide, or has not provided, a means of contacting them).

**11.5 Keeping a Discloser informed**

- (a) The Company will provide acknowledgement of receipt of a Disclosure to the Discloser who made the Disclosure (subject to the Company being able to contact that person).
- (b) Subject to compliance with any legal requirements, a Discloser who makes a Disclosure will be provided with regular updates on the progress of the investigation, if the Discloser can be contacted (including through anonymous channels).
- (c) The frequency and timeframe of any update may vary depending on the nature of the Disclosure.
- (d) The Company will use reasonable efforts to provide updates to a Discloser during the key stages of the investigation, such as:
  - (1) when the investigation process has begun;
  - (2) while the investigation is in process; and
  - (3) after the investigation has been finalised.

**11.6 How the investigation findings will be documented, reported internally and communicated to the Discloser**

- (a) A final report will record findings of the investigation and other action taken in respect of a Disclosure.
- (b) A final report will keep the identity of a Discloser confidential (unless the Discloser consents to the identification) by not referring to the Discloser by name or including details which may lead to the identification of the Discloser.



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

- (c) Notwithstanding this clause 11.6, the method for documenting and reporting the findings of an investigation will depend on the nature of the Disclosure.
- (d) A final report relating to the Board will be provided to the Chairman or to the chairman of the Audit Committee, as appropriate.
- (e) Final reports relating to executive leaders and internal audit team members will be provided to the chairman of the Audit Committee.
- (f) Updates and final reports relating to all other matters will be provided to the Board / Audit Committee unless the Chairman of the Board or the chairman of the Audit Committee direct otherwise.
- (g) Reasonable efforts will then be made to communicate the conclusion and findings of the investigation and any other action taken in respect of a Disclosure to the Discloser. There may be circumstances where it may not be appropriate to provide details of the outcome of an investigation to the Discloser.

**12. Fair treatment of employees**

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- (a) The Company will adopt the following measures for ensuring fair treatment of employees mentioned in a Disclosure:
  - (1) Disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
  - (2) each Disclosure will be assessed and may be the subject of an investigation;
  - (3) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
  - (4) when an investigation needs to be undertaken, the process will be objective, fair and independent;
  - (5) an employee who is the subject of a Disclosure will be advised about the subject matter of the Disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the Disclosure will be the subject of an investigation; and
  - (6) an employee who is the subject of a Disclosure may contact the entity's support services (e.g. counselling).
- (b) Subject to compliance with any legal requirements, an employee who is the subject of a Disclosure has the right to:
  - (1) be informed as to the substance of the allegations;
  - (2) be given a reasonable opportunity to put their case (either orally or in writing) to the Company; and
  - (3) be informed of the findings in respect of the Disclosure.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

**13. Access to Policy, training and awareness**

**13.1 How Policy will be made available**

- (a) The Company will make this Policy available to Personnel by:
- (1) publishing the Policy on the Company’s website;
  - (2) publishing the Policy on staff noticeboards (if applicable); and
  - (3) providing the Policy to new employees on commencement of their employment with the Company.
- (b) Personnel may also request a copy of this Policy from HR or their manager.

**13.2 Training and awareness**

The Company will provide or arrange for the provision of relevant training:

- (a) to Personnel, to ensure they understand the requirements of this Policy and their rights and obligations in connection with this Policy; and
- (b) to Officers, Senior Managers and other Eligible Recipients of the Company, to ensure they understand how to properly respond to Disclosures received under this Policy.

**14. Policy management**

**14.1 Policy review**

- (a) The Board has ultimate responsibility for the protection of Disclosers.
- (b) The Board is the governing body to which all Disclosures and investigations are provided, and where the ultimate decision-making power in respect of the reports and investigations resides.
- (c) Approval of this Policy is vested with the Board.
- (d) Reviews of this Policy are the responsibility of the Board, and will be conducted annually. This is to ensure that the Policy remains consistent with the Corporations Act and all other relevant legislative and regulatory requirements, as well as the changing nature of the Company.

**14.2 Policy revision and distribution**

<b>Version</b>	1
<b>Date approved</b>	22 January 2020
<b>Author</b>	Louisa Martino
<b>Description of revision</b>	Initial version
<b>Internal distribution</b>	
Date	21 January 2020
Recipient/s	Board of Oklo Resources, CFO and General Manager - Exploration

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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**14.3 Policy history**

<b>Policy owner</b>	Oklo Resources Limited ACN 121 582 607
<b>Policy author</b>	Louisa Martino
<b>Version</b>	1.0
<b>Status</b>	Approved
<b>Effective Date</b>	1 January 2020
<b>Review Period</b>	Yearly
<b>Next Review date</b>	January 2021

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

**Schedule 1 - Contact details for Eligible Recipients**

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Contact details for Eligible Recipients within the Company.

Eligible Recipient	Contact details
Chairman	Mr Mark Connelly By email: <a href="mailto:mconnelly@okloresources.com">mconnelly@okloresources.com</a> By Facsimile: +612 8319 9299 By post: Level 5, 56 Pitt Street, Sydney NSW 2000, addressed to the Chairman, Oklo Resources Limited
Company Secretary	Ms Louisa Martino By email: <a href="mailto:lyouens@okloresources.com">lyouens@okloresources.com</a> By Facsimile: +612 8319 9299 By post: Level 5, 56 Pitt Street, Sydney NSW 2000, addressed to the Company Secretary, Oklo Resources Limited
A Director or the Board of Directors	By post: Level 5, 56 Pitt Street, Sydney NSW 2000, addressed to the specific Director, Oklo Resources Limited The Board of Directors are identified on Company's website at the following address: <a href="http://www.okloresources.com">www.okloresources.com</a>

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

**Schedule 2 - Processes and procedures for protecting whistleblowers**

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**1. Identity protection (confidentiality)**

1.1 The Company will adopt the following measures to reduce the risk that the Discloser will be identified from the information contained in a Disclosure:

- (a) All personal information or reference to the Discloser witnessing an event will be redacted.
- (b) The Discloser will be referred to in a gender-neutral context.
- (c) Where possible, the Discloser will be contacted to help identify certain aspects of their Disclosure that could inadvertently identify them.
- (d) Disclosures will be handled and investigated by qualified staff.

1.2 The Company will adopt the following secure record-keeping and information-sharing processes in relation to Disclosures:

- (a) All paper and electronic documents and other materials relating to Disclosures will be stored securely.
- (b) Access to all information relating to a Disclosure will be limited to those directly involved in managing and investigating the Disclosure.
- (c) Only a restricted number of people who are directly involved in handling and investigating a Disclosure will be made aware of a Discloser's identity (subject to the Discloser's consent) or information that is likely to lead to the identification of the Discloser.
- (d) Communications and documents relating to the investigation of a Disclosure will not to be sent to an email address or to a printer that can be accessed by other staff.
- (e) Each person who is involved in handling and investigating a Disclosure will be reminded about the confidentiality requirements, including that an unauthorised Disclosure of a Discloser's identity may be a criminal offence.

**2. Protection from Detrimental Acts or omissions**

- (a) The Company adopts and regularly reviews the internal processes it has in place intended to protect Disclosers from Detriment.
- (b) The Company will conduct an assessment of the risk of Detriment against a Discloser and subject to that assessment, will take appropriate action as set out below.
- (c) In conducting an assessment of the risk, the Company will review and consult with the Discloser about possible actions to protect the Discloser from risk of Detriment - for example, the Company may allow the Discloser to perform their duties from another location, reassign the Discloser to another role at the same level, make other modifications to the Discloser's workplace or the way they perform their work duties, or reassign or relocate other staff involved in the Disclosable Matter.
- (d) The Company will, subject to the terms of this Policy, notify the appropriate Personnel in management who need to be aware of the Disclosure refreshing them about their responsibilities under the law, including to:
  - (1) maintain the confidentiality of a Discloser;

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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- (2) address the risks of isolation or harassment;
  - (3) manage conflicts; and
  - (4) ensure fairness when managing the performance of, or taking other management action relating to, a Discloser.
- (e) Where appropriate, the Company will also discuss with a Discloser support services available to the Discloser that relate to the Discloser's involvement in the Disclosable Matter the subject of their Disclosure, including for example access to:
- (1) a formal employee assistance program;
  - (2) privately arranged counselling; or
  - (3) other professional or legal services.
- (f) The Company will also, as appropriate, discuss with the Discloser strategies to help the Discloser deal with their involvement in the Disclosable Matter the subject of their Disclosure.
- (g) Where the Discloser is an employee, the Company will also draw the Discloser's attention to other policies it has in place which relate to employee support services.
- (h) If as a Discloser you think you have suffered Detriment, you can lodge a complaint with the Company by contacting the Company Secretary.
- (i) The Company will seek to manage a complaint of this kind in a way consistent with the Company's existing grievance handling, complaint management or dispute resolution processes.
- (j) The complaint may be investigated as a separate matter by Personnel who are not involved in dealing with Disclosures, in a similar manner to the process for investigating Disclosures set out in Schedule 3 of this Policy. The investigation findings will be provided to the Board or Audit Committee.
- (k) If the Company is satisfied that the complaint is substantiated, then the Company will take appropriate restorative action, which could involve any of the following:
- (1) disciplinary action;
  - (2) allowing the Discloser to take extended leave;
  - (3) developing a career development plan for the Discloser that includes new training and career opportunities; or
  - (4) an offer of compensation or other remedies.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

**Schedule 3 - Investigation process**

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The way in which the Company will investigate a Disclosure will depend upon the circumstances.

**1. Purpose**

The purpose of an investigation will be to determine, as far as it is possible to do, the facts alleged in the Disclosure and all other relevant circumstances, to enable the Company to decide what action should be taken in response to the Disclosure. In each case the process will involve the collection of relevant data, including potentially through interview of witnesses and potential witnesses.

**2. Who will conduct the investigation?**

The Company will decide who should conduct the investigation, potentially after seeking and with the benefit of legal advice. Possibilities include:

- (a) the conduct of an internal investigation by an appropriate member or members of the Company's staff;
- (b) the appointment of an external investigator to conduct an investigation at arm's length from the Company;
- (c) the conduct of an investigation by solicitors appointed by the Company to advise the Company in relation to the Disclosure;

or a combination of these.

**3. Types of investigation**

Upon receipt of a Disclosure the Company will make an initial assessment about the type of investigation required, potentially after seeking and with the benefit of legal advice. Possibilities include:

- (a) A preliminary enquiry to determine whether there are specific factual allegations capable of response. A preliminary enquiry may lead to a more fulsome investigation, as below;
- (b) An investigation 'on the papers' in which the appointed investigator will make findings after an examination of documentary evidence only, with no or limited interview of witnesses. An investigation on the papers may lead to a more comprehensive investigation;
- (c) A full or formal investigation involving interviews of witnesses and potential witnesses and the production of signed witness statements.

**4. Investigation outcomes**

The usual outcome of an investigation will be the production, by the investigator, of a written investigation report, setting out the findings of the investigation.

The Company will use and rely upon the investigation report to make ongoing decisions about how to deal with the Disclosure that prompted the investigation and the matters raised by it.

The extent to which, if at all, and to whom, the content of an investigation report will be publicised will vary according to the circumstances. Due to the sensitive nature of the matters with which this Policy is concerned some level of confidentiality will almost always apply. In

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

---

some cases an investigation report will be legally protected from disclosure by legal professional privilege.



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

**Schedule 4 - Protections under the Taxation Administration Act**

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1. The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by the Company or misconduct in relation to the Company's tax affairs if the following conditions are satisfied:
  - (a) the whistleblower is or has been:
    - (1) an officer or employee of the Company;
    - (2) an individual who supplies goods or services to the Company or an employee of a person who supplies goods or services to the Company (whether paid or unpaid);
    - (3) an individual who is an associate of the Company;
    - (4) a spouse, child, dependent or dependent of the spouse of any individual referred to at paragraphs (1) to (3) above; and
  - (b) the disclosure is made to:
    - (1) one of the following persons in relation to the Company (**Eligible Recipient**):
      - (A) an Officer, Senior Manager or employee who has functions or duties relating to tax affairs of the body corporate;
      - (B) an auditor of the Company (or a member of that audit team);
      - (C) a registered tax agent or BAS agent (within the meaning of the *Tax Agent Services Act 2009* (Cth)) who provides tax or BAS services to the Company;
      - (D) a person or body authorised by the Company to receive disclosures that may qualify for protection under Part IVD of the Taxation Administration Act;
    - (2) the Commissioner of Taxation; or
    - (3) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and
  - (c) if the report is made to an Eligible Recipient, the whistleblower:
    - (1) has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of that company; and
    - (2) considers that the information may assist the Eligible Recipient to perform functions or duties in relation to the tax affairs of the Company or an associate (within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth)) of the Company; and
  - (d) if the disclosure is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the Commissioner to perform his or her functions under a taxation law in relation to the Company or an associate of the Company.
2. The Company's external auditor as at the date of this Policy is BDO.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section VIII Whistleblower Policy**

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3. The Company's tax agent as at the date of this Policy is BDO.
4. The protections given by the Taxation Administration Act when these conditions are met are:
- (a) the whistleblower is not subject to any civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
  - (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower on the basis of the disclosure;
  - (c) where the disclosure was made to the Commissioner of Taxation, the disclosure is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information;
  - (d) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a disclosure has been made, or may have been made, proposes to or could be made, may be guilty of an offence and liable to pay damages;
  - (e) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary;
  - (f) 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 the Commissioner of Taxation, the Australian Federal Police, a prescribed body or a legal practitioner for the purpose of obtaining legal advice or representation in relation to the disclosure; and
  - (g) unless the whistleblower has acted unreasonably or vexatiously, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a disclosure.

5. Confidentiality

If a disclosure is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the Australian Federal Police; or
- (d) the concern is raised with a legal practitioner for the purpose obtaining legal advice or representation in relation to the operation of the whistleblower provisions under the Taxation Administration Act.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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**1. Summary and document revision**

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**1.1 Summary**

<b>Introduction</b>	<p>It is the policy of the Company to conduct our business fairly, honestly and openly. We, being the Company and the Board, take a zero tolerance approach to Corruption and are committed to acting professionally, ethically and with integrity in all our business dealings and relationships. This extends to implementing and enforcing effective systems to counter Corruption.</p> <p>A zero tolerance approach to Corruption demonstrates our commitment to conducting business fairly, honestly and openly. Such commitment will also develop confidence in the Company's operations and develop the Company's reputation amongst our business partners.</p> <p>We will uphold all laws relevant to countering Corruption in all jurisdictions in which we operate. However, we remain bound by the laws in Australia in respect of our conduct both at home and abroad.</p> <p>Corruption is punishable for individuals by up to ten years' imprisonment and a fine. If the Company is found to have taken part in Corruption, we could face an unlimited fine, be excluded from tendering public contracts and face damage to our reputation. We therefore take our legal responsibilities very seriously.</p>
<b>Purpose</b>	<p>The purpose of this Policy is to establish controls to ensure compliance with all applicable anti-Corruption laws and regulations, and to ensure that the Company conducts business in a socially responsible manner.</p>
<b>Who is covered by this policy</b>	<p>The Board has adopted this Policy and it covers:</p> <ol style="list-style-type: none"> <li>1. senior managers, officers, directors and employees (whether permanent, fixed-term or temporary) of the Company; and</li> <li>2. all persons other than Company Personnel who perform services for or on behalf of the Company. This includes, but is not limited to joint venture partners, consultants, contractors, trainees, seconded staff, casual workers, agency staff, volunteers, interns, agents, sponsors, and any other persons associated with the Company, wherever located.</li> </ol>
<b>Summary of Company Personnel and Associated Persons' responsibility under this policy</b>	<p>Company Personnel and Associated Persons must:</p> <ol style="list-style-type: none"> <li>1. ensure that they read, understand and comply with this Policy;</li> <li>2. detect, report and prevent Corruption and avoid any activity that might lead to, or suggest a breach of this Policy;</li> <li>3. notify the Board or their manager as soon as they become aware of any potential breach or breaches of this Policy, whether they have occurred or may occur in the future;</li> <li>4. with respect to Gifts and Hospitality, which include the receipt or offer of gifts, meals or tokens of appreciation and gratitude, or invitations to events, functions, or other</li> </ol>

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

	<p>social gatherings in connection with matters related to our business. These activities are acceptable provided they:</p> <ul style="list-style-type: none"> <li>(a) fall with reasonable bounds of value and occurrence;</li> <li>(b) do not influence, or are not perceived to influence, objective business judgement; and</li> <li>(c) are not prohibited or limited by applicable laws or applicable industry codes;</li> </ul> <p>5. company personnel must not accept gifts or entertainment where to do so might influence, or be perceived to influence, objective business judgement;</p> <p>6. this policy does not prohibit giving normal and appropriate Hospitality to, or receiving it from, third parties;</p> <p>7. when making a payment on behalf of the Company, be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised with the Board or their manager; and</p> <p>8. use the Decision Flowchart when in doubt as to whether to give or receive Gifts and Hospitality.</p>
<b>Summary of the Company's responsibility under this policy</b>	<p>The Company must:</p> <ul style="list-style-type: none"> <li>1. keep financial records and ensure adequate and appropriate internal controls exist to ensure all payments to third parties evidence a business reason for the payment;</li> <li>2. undertake the appropriate due diligence on Associated Persons and merger, acquisition, significant investment or joint venture targets;</li> <li>3. provide secure, confidential and accessible means for both Company Personnel and Associated Persons to raise concerns about Corruption on the part of other Associated Persons and Company Personnel; and</li> <li>4. ensure that the systems implemented to deter, detect and investigate Corruption are subject to regular audit.</li> </ul>
<b>Summary of the Board's responsibility under this policy</b>	<p>The Board must:</p> <ul style="list-style-type: none"> <li>1. ensure that the Policy complies with the Company's legal and ethical obligations and Company Personnel and Associated Persons comply with the Policy;</li> <li>2. consider, and if it is deemed to be appropriate, approve Contributions. The Board must follow the guidelines set out in this Policy when deciding whether to approve Contributions;</li> <li>3. oversee any allegations of Corruption against the Company, Associated Persons or Company Personnel and take appropriate action if the allegations are proven true;</li> <li>4. regularly monitor and evaluate training programs; and</li> <li>5. regularly monitor the effectiveness and review the implementation of the Policy, considering its suitability, adequacy and effectiveness. Any improvements</li> </ul>

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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identified by the Board are to be implemented as soon as possible.

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1.2 **Policy revision**

Version	Release date	Change
1.0	1 January 2020	Initial policy adopted

**2. Definitions and interpretations**

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2.1 **Definitions**

In this Policy, the following capitalised terms have the meanings set forth below:

**Associated Persons** means all persons other than Company Personnel who perform services for or on behalf of the Company. This includes, but is not limited to joint venture partners, consultants, contractors, trainees, seconded staff, casual workers, agency staff, volunteers, interns, agents, sponsors and any other persons associated with the Company, wherever located.

**Board** means the Board of Directors of the Company.

**Bribe** means a financial advantage or other advantage offered, promised or provided:

- (a) which is intended to influence the recipient to improperly perform a function or activity; or
- (b) with the knowledge or belief that the acceptance of the financial advantage or other advantage would itself constitute the improper performance of a relevant function or activity,

in order to gain any commercial, contractual, regulatory or personal advantage.

**Bribery (or to Bribe, or Bribing)** means to provide a person with a Bribe, or to receive a Bribe from a person (either from the private or public sector, including Public Officials and Foreign Public Officials).

**Company** means Oklo Resources Limited ACN 121 582 607.

**Company Personnel** means senior managers, officers, directors or employees (whether permanent, fixed-term or temporary) of the Company.

**Conflict of Interest** means an actual, potential or perceived conflict between:

- (a) the private interests of Company Personnel, Associated Persons, or their close relatives, friends and associates; and
- (b) the interests of the Company.

**Contribution** means any support of:

- (a) a charity or not-for-profit organisation, provided by way of, but not limited to, services, knowledge, time or financial contributions (**Charitable Contributions**); or

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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- (b) a political party or political candidate (in Australia or otherwise), provided by way of, but not limited to, services, knowledge, time or financial contributions (**Political Contributions**).

**Corruption** means, for the purpose of this Policy:

- (a) to engage in Bribery;
- (b) to provide or receive a Gift or Hospitality otherwise than in accordance with this Policy;
- (c) to make or receive a Facilitation Payment otherwise than in accordance with this Policy;
- (d) to make a Contributions otherwise than in accordance with this Policy; or
- (e) to engage in any dishonest, fraudulent, illegal or otherwise corrupt conduct for the purpose of private gain or for the benefit of the Company.

**Criminal Code** means the *Criminal Code Act 1995* (Cth).

**Decision Flowchart** means the decision flowchart set out in Schedule 1 of this Policy.

**Disciplinary Action** means:

- (a) reprimands;
- (b) formal warnings;
- (c) demotions;
- (d) immediate termination of contracts of employment;
- (e) immediate termination of contracts of engagement; or
- (f) immediate termination of a joint venture agreement.

**Facilitation Payment** has the meaning given to that term in section 3.3 of this Policy.

**Foreign Public Official** has the meaning given to that term in the Criminal Code and includes a Public Official who serves a foreign country, performs work for a foreign government or performs the duties of an office under a law of a foreign country.

**Gift** means:

- (a) the transfer of property or other benefit:
  - (1) without recompense; or
  - (2) for consideration substantially less than full; or
- (b) a loan of property made on a permanent, or an indefinite basis.

**Hospitality** means any measures that involve, but are not limited to, an expenditure of financial resources or time, used to entertain, receive or otherwise accommodate a person.

**Policy** means this anti-bribery and corruption policy.

**Public Official** has the meaning given to that term in the Criminal Code.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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**2.2 Interpretation**

In this Policy, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa;
- (b) headings are for ease of reference only and do not affect the meaning or interpretation; and
- (c) all currency and dollar amounts are denominated in Australian dollars unless noted otherwise.

**3. Matters prohibited under this Policy**

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**3.1 Bribery**

Neither Associated Persons nor Company Personnel are permitted to engage in Bribery.

**3.2 Gifts and Hospitality**

- (a) The giving or receiving of Gifts or Hospitality is permitted under this Policy only if it is proportionate and reasonable in the circumstances.
- (b) The giving or receiving of Gifts or Hospitality will be considered proportionate and reasonable in the circumstances if all of the following conditions are met:
  - (1) it is not made with the intention of influencing a person to obtain or retain business or a business advantage, or to reward the provision or retention of a business or business advantage, or in explicit or implicit exchange for favours or benefits;
  - (2) it complies with local law;
  - (3) in respect of the giving of Gifts or Hospitality, it is given in the Company's name;
  - (4) it does not include cash or a cash equivalent (such as gift certificates or vouchers);
  - (5) it is appropriate in the circumstances;
  - (6) it is given openly, not secretly; and
  - (7) it otherwise complies with this Policy.
- (c) Company Personnel and Associated Persons must refer to the Decision Flowchart when deciding whether to give or receive a Gift or Hospitality.
- (d) If you are unsure about whether to give or receive a Gift or Hospitality, you must refer the matter to your immediate manager who must escalate the issue for Board approval.

**3.3 Facilitation Payments**

- (a) Bribes in the form of payments made for the purpose of expediting or facilitating the performance of a government official or Public Official for a governmental or public action (**Facilitation Payments**) are not permitted and Associated Persons and Company Personnel must not make or receive Facilitation Payments.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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- (b) In making a payment on behalf of the Company, all Associated Persons and Company Personnel should be mindful of what the payment is for and whether the amount requested is proportionate to the services provided. A receipt must always be requested which details the reasons for the payment. Any suspicions or concerns regarding a payment should be raised directly with the Board.

**3.4 Charitable and Political Contributions**

- (a) Without prior approval from the Board, Associated Persons and Company Personnel must not make Contributions:
  - (1) on behalf of the Company under any circumstances; or
  - (2) whilst acting in their capacity as an Associated Person or Company Personnel.
- (b) When deciding whether to approve a Contribution, the Board should consider:
  - (1) whether the Contribution was requested by a government official;
  - (2) whether there is a nexus between the recipient and any government entity from which the Company is seeking a decision, service or outcome;
  - (3) whether the Contribution is consistent with the Company's overall pattern of Contributions; and
  - (4) whether there will be a tax deduction for the Contribution.
- (c) The value of a Contribution cannot, under any circumstances, be greater than \$1,000 without unanimous Board approval.
- (d) The Board must not approve a Contribution if the Board reasonably holds the view that the Contribution;
  - (1) is being used as a scheme to conceal Corruption; or
  - (2) is not legal or ethical under local laws and practices.
- (e) All Contributions approved by the Board should be publicly disclosed by the Company.
- (f) This Policy does not prohibit Company Personnel and Associated Persons from making Contributions in their individual capacity provided that, if such Contribution exceeds the value of \$1,000 it must be notified to the Board.

**3.5 Failure to comply with this Policy**

Failure to comply with this Policy and any involvement with Corruption may be regarded by the Company as serious misconduct and may result in Disciplinary Action.

**4. Due diligence**

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**4.1 Associated Persons**

- (a) Prior to engaging any Associated Person, the Company must undertake properly documented, reasonable and proportionate anti-Corruption due diligence.
- (b) Reasonable and proportionate anti-Corruption due diligence is determined in relation to the role of the Associated Person (e.g., a high value contractor requires more due diligence than a volunteer).



**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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- (c) At a minimum, the Company must consider, as determined in an interview, meeting or tender process:
  - (1) how the Associated Person was referred or introduced;
  - (2) what is the Associated Person's skill set;
  - (3) who are the Associated Person's owners or superiors; and
  - (4) whether the Associated Person is a Foreign Public Official.
- (d) The Company must issue Associated Persons with written arrangements that clearly outline their role, responsibilities and boundaries whilst engaged by the Company.
- (e) Associated Persons with known legal, payment or performance issues should not be engaged.

**4.2 Mergers, acquisitions, significant investments and joint ventures**

- (a) The Company must ensure that:
  - (1) prior to:
    - (A) entering into any binding contractual arrangements to acquire a significant new company or business;
    - (B) entering into a joint venture; or
    - (C) undertaking a significant investment,it undertakes anti-Corruption due diligence and a due diligence report must be completed opining on this element of the relevant transaction;
  - (2) all merger, acquisition, significant investment and joint venture agreements which the Company enters into contain standard representations and warranties by the counter-party relating to anti-Corruption, as well as the right to terminate the agreement if a material breach is discovered; and
  - (3) any joint venture that is effectively controlled by the Company through ownership, management or other involvement, complies with this Policy, or has in place equivalent policies and procedures.
- (b) Where the Company does not exercise effective control within the joint venture, the Company is committed to working with its joint venture partners to achieve the standards outlined in this Policy.

**5. Conflict of interest**

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Company Personnel and Associated Persons must disclose to the Board on an annual basis all Conflicts of Interest that may give rise to a risk of Corruption.

**6. Record-keeping**

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- (a) The Company is required to keep financial records and ensure adequate and appropriate controls exist to ensure all payments made by or on behalf of the Company evidence a business reason for the payment.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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- (b) Company Personnel must ensure that all expense claims relating to Gifts, Hospitality or expenses incurred accurately record the reason for expenditure.

**7. Reporting Corruption**

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**7.1 How to raise a concern**

- (a) The Company is committed to providing secure, confidential and accessible means for both Company Personnel and Associated Persons to raise concerns about Corruption on the part of Associated Persons and Company Personnel.
- (b) All Company Personnel and Associated Persons are encouraged to raise concerns about possible breaches of this Policy or other suspicious behaviours, as soon as possible.
- (c) Company Personnel and Associated Persons are advised that:
- (1) they can make reports anonymously;
  - (2) they should not conduct their own investigations nor contact the target of the complaint;
  - (3) there will be no reprisal for reporting wrongdoing; and
  - (4) their identity and contact details will not be made available to any accused.
- (d) Concerns can be raised confidentially with the Board directly or the Company Secretary (as applicable).

**7.2 How will the Company deal with allegations of Corruption?**

Concerns raised by Company Personnel or Associated Persons about Corruption will be fully and independently investigated. If the concerns are proven true, appropriate action will be taken by the Board.

**8. Associated Persons or Company Personnel as victims of Corruption**

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**8.1 What to do if you are the victim of Corruption**

- (a) Company Personnel and Associated Persons should immediately inform the Board if they are offered a Bribe by a person, are asked to make a Bribe, suspect that this may happen in the future or are requested to become involved in any form of Corruption whether in their individual capacity or on behalf of the Company.
- (b) The Company's strict policy is that Company Personnel or Associated Persons must not be involved in any form of Corruption. We recognise, however, that Associated Persons or Company Personnel may be faced with situations where there is a risk to their personal security or the security of their family, and if involvement in Corruption is unavoidable, the following steps must be taken to the extent that they are reasonable in the circumstances:
- (1) keep any amount to the minimum;
  - (2) create a record concerning the payment; and
  - (3) report it to your manager (who must report it to the Board) or the Board as soon as is reasonably practicable having regard to your personal security and that of your family or others.

**Oklo Resources Limited**  
ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

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**8.2 Protection**

- (a) The Board encourages openness in business and will support anyone who raises a genuine concern in good faith under this Policy.
- (b) The Board will not subject Company Personnel or Associated Persons to detrimental treatment as a result of them:
  - (1) refusing to take part in Corruption; or
  - (2) reporting actual or suspected Corruption in good faith under this Policy.

**9. Training and communication**

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- (a) Training on this Policy shall form part of the induction process for all new Company Personnel. Furthermore, all existing Company Personnel will be appraised as soon as possible of their responsibilities under this Policy and where appropriate, receive regular, relevant training on how to implement the Policy.
- (b) Training programs are to be regularly monitored and evaluated by the Board.
- (c) All existing and prospective Associated Persons are to be informed of the Company's Corruption prevention procedures and controls, including this Policy.

**10. Monitoring and review**

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- (a) The Board will monitor the effectiveness and review the implementation of the Policy regularly, considering its suitability, adequacy and effectiveness. Any improvements identified are to be implemented as soon as possible.
- (b) To ensure the effectiveness of the Policy's procedures, the systems that have been set up to deter, detect and investigate Corruption will be subject to regular audit.
- (c) All Company Personnel and Associated Persons are responsible for the success and effectiveness of this Policy and should therefore ensure that they use it to disclose any suspected breach of the Policy.
- (d) Any suggested improvements to this Policy are welcome and should be directed to the Board or Company Secretary (as applicable).

**11. Policy amendment**

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This Policy cannot be amended without approval from the Board.

**Oklo Resources Limited**  
 ACN 121 582 607  
**Corporate Governance Policies**

**Section IX Anti-bribery and Corruption Policy**

**Schedule 5 - Decision flowchart**

