



## Whistleblowing Policy

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# Contents

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- 1** Key Principle.....3
- 2** Rationale.....3
- 3** Purpose.....3
- 4** Scope.....3
- 5** Definitions.....4
- 6** Requirements.....5
- 7** Governance.....11
- 8** Accessing this Policy.....11
- 9** References.....11

## 1 – Key Principle

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PolyMet Mining Inc. and its subsidiaries and affiliates (collectively referred to herein as “PolyMet,” the “PolyMet Group,” “we,” “us” or “our”) are committed to creating a culture where employees, contractors, directors, officers and third parties such as customers, suppliers or other stakeholders (hereinafter referred to as “you” or “your”) feel comfortable reporting concerns without fear of Retaliation. We are also committed to ensuring that concerns are treated seriously and handled and/or investigated in a manner that protects a Whistleblower’s identity.

## 2 – Rationale

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Identification of concerns allows us to take appropriate action that could prevent further misconduct and limit potential financial, reputational and other impacts.

## 3 – Purpose

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This Policy sets out our approach in respect of the reporting, escalating, handling/investigating and remedying of Reportable Concerns related to our business.

This Policy is intended to encourage and support you to report Reportable Concerns with the knowledge that we take your concerns seriously, handle and/or investigate them appropriately and respect your confidentiality. Furthermore, this Policy aims to:

- reassure you that PolyMet will not tolerate any Retaliation made against you for reporting a Reportable Concern, even if it turns out that the Reportable Concern cannot be substantiated; and
- guide you on how to report a Reportable Concern.

## 4 – Scope

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This Policy applies to all PolyMet offices.

## 5 – Definitions

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### **Reportable Concern**

means any conduct which you reasonably suspect amounts to misconduct or an improper state of affairs or circumstances in relation to an entity within the PolyMet Group. Examples of such conduct are:

- bribery or corruption;
- fraud, money laundering, theft or improper use of company property or funds;
- undeclared conflicts of interest;
- anti-competitive behavior;
- insider trading;
- breach of sanctions;
- financial irregularities;
- unsafe work practices and other significant safety concerns;
- conduct that represents a risk of causing harm to the natural environment;
- Retaliation against a Whistleblower where it occurs directly in relation to and in circumstances where the Whistleblower has reported, or has proposed to report, a Reportable Concern;
- any other illegal or unlawful conduct;
- conduct which is unethical or in breach of our Code of Conduct, policies or procedures.

The above is not intended to be an exhaustive list of Reportable Concerns.

### **RCP**

means PolyMet's Raising Concerns Program.

### **Retaliation**

means any actual or threatened detriment (whether the threat is express or implied, conditional or unconditional) which you may suffer because you have or have proposed to report a Reportable Concern. Retaliation may include:

- dismissal;
- adverse impact to employment;
- alteration of duties to your disadvantage;
- discrimination between you and other employees;
- harassment or intimidation;
- harm or injury, including psychological harm;
- damage to property;
- damage to reputation;
- damage to business or financial position; or
- any other damage.

## **Whistleblower**

means the person reporting information that he/ she suspects on reasonable grounds to be about or indicate a Reportable Concern.

## **Whistleblowing Contact(s)**

means the person(s) nominated by each PolyMet office to receive Reportable Concerns as set out in 6.1.3 below.

# **6 – Requirements**

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## **6.1 Reporting Concerns**

### **6.1.1 What is reportable under this Policy?**

This Policy applies when you report information you suspect on reasonable grounds to be about or indicate a Reportable Concern. A Whistleblower may or may not be directly affected by the Reportable Concern.

The protections as set out in this Policy do not extend to personal work-related grievances. Personal workplace grievances are dealt with under applicable PolyMet office grievance handling mechanisms, relevant industrial agreements, applicable legislation and other relevant policies.

Personal work-related grievances means a grievance about any matter in respect of your employment or former employment that has or tends to have personal implications.

This includes:

- an interpersonal conflict between you and another person; or
- decisions not involving a breach of workplace laws, such as:
  - (a) your engagement, transfer or promotion;
  - (b) terms and conditions of your engagement; or
  - (c) any discipline imposed upon you (including suspension and termination).

### **6.1.2 Who may report Reportable Concerns under this Policy?**

You may submit a Reportable Concern if you are a current or former director, officer, employee or associate of the PolyMet Group, or a customer or supplier to the PolyMet Group, or a relative or dependent of such persons.

## 6 – Requirements CONT'D

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### 6.1.3 How should you report a Reportable Concern?

If you wish to report a Reportable Concern and have the protections as established under this Policy, you may contact any of the following with the details of the relevant Reportable Concern:

- a supervisor or manager;
- any local reporting channel established at your office;
- an appropriate legal or management contact;
- a local compliance officer;
- any Whistleblower Contacts (if applicable); or
- Norton Rose Fulbright, PolyMet's Canadian corporate counsel (at 613-780-8665) – leaving a detailed message.

You must raise promptly any situations in which the Code, its underlying policies or the law appear to be breached with a supervisor or manager. Alternatively, concerns can be raised with the appropriate legal or senior management contact, or with your local compliance officer or any Whistleblower Contacts (if applicable).

Where a concern remains unresolved through local channels, it can be referred to Norton Rose Fulbright, PolyMet's Canadian corporate counsel (at 613-780-8665) – leaving a detailed message. You may choose to raise your concern on an anonymous basis.

The Whistleblowing Contacts are specific individuals that have been nominated by a PolyMet office to receive Reportable Concerns. A Whistleblowing Contact holds one or more of the following roles within the applicable office:

- director;
- company secretary;
- senior management – the senior officers responsible for the management of the office, such as its Chief Executive Officer, Chief Financial Officer, or General Manager;
- corporate function heads – individuals responsible for managing the corporate functions in and/or for that office, for example, human resources, finance, corporate affairs, sustainability, legal or compliance; and
- any other individual listed as a Whistleblowing Contact for that office.

The list of Whistleblowing Contacts for your applicable office is available on your local office intranet site.

The Whistleblowing Contacts will receive specialized training regarding their obligations and, in certain jurisdictions, are subject to specific penalties if they fail to comply with their obligations regarding the treatment of Reportable Concerns.

## 6 – Requirements CONT'D

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### 6.1.4 What should you include in a report about a Reportable Concern?

You are encouraged to provide as much detail as possible to ensure we can fully and promptly handle and/or investigate the Reportable Concern.

As a general guide, you should attempt to include the “who, what, where, when, how and why?” of the Reportable Concern, as well as any other information as to how we might best go about handling and/or investigating the Reportable Concern.

We take all reported Reportable Concerns seriously. However, we may not be able to fully handle and/or investigate your Reportable Concern if you:

- choose to remain anonymous;
- withhold consent to your identity being disclosed to persons involved in considering, handling and/or investigating the report; or
- fail to provide sufficiently detailed information to enable handling and/or investigation of the Reportable Concern.

### 6.1.5 What happens when you report a Reportable Concern?

Your Reportable Concern will be assessed against this Policy to determine whether it qualifies for protection. Depending on the nature of your Reportable Concern:

- it may be handled and/or investigated by the local office; or
- if it is of a particularly serious nature, handled and/or investigated by PolyMet’s corporate head office (in some instances the Reportable Concern may also be referred for handling and/or investigation by external specialist third parties).

The nature of the Reportable Concern will be determined taking into account such factors as whether the Reportable Concern relates to a breach of applicable law, its potential consequence and/or exposure for us, and/or whether the Reportable Concern is ongoing or not.

Additionally, factors such as the nature of any technical, financial or legal advice that may be required to support the handling and/or investigation of the Reportable Concern, as well as options as regards the person(s) within and/ or outside the applicable office that may lead the handling and/or investigation thereof may be considered.

The above factors do not constitute a complete listing of the relevant factors in making such determination.

If a Reportable Concern does not qualify for protection under this Policy, it may nevertheless be subject and handled in accordance with other applicable policies and procedures for that office.

## 6 – Requirements CONT'D

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### **6.1.6 Do you need to disclose your identity when reporting a Reportable Concern, and if you disclose your identity, will it be kept confidential?**

You may submit a Reportable Concern anonymously without disclosing your identity. However, proper handling and/or investigation is more difficult and sometimes impossible if we do not know the identity of the Whistleblower.

The RCP channels specifically provide for anonymous reporting. The RCP platform allows for two-way communication even if you choose to report a Reportable Concern anonymously.

If you do disclose your identity, the person receiving your Reportable Concern will:

- treat your identity confidentially; and
- ask whether you consent to our disclosing your identity to persons who may be involved in handling and/or investigating the Reportable Concern, taking disciplinary action based on the outcome of the handling and/or investigation, or making other decisions in relation to the Reportable Concern. You are under no obligation to provide your consent, but we encourage you do so as it best enables us to fully handle and/or investigate the Reportable Concern and take appropriate action.

Individuals involved in the handling and/or investigation of a Reportable Concern will not share any information relating to the Reportable Concern that is likely to lead to your identification without your consent, unless:

- you have already consented to disclosing your identity for the purposes of handling and/or investigating the Reportable Concern; or
- it is necessary to pass on such information for the purposes of handling and/or investigating the Reportable Concern (in which case they will take all reasonable steps to reduce the risk that you will be identified as a result of the handling and/or investigation).

We will not disclose your identifying information to any individuals implicated in the handling and/ or investigation of the Reportable Concern.

We may, however, disclose without your consent your name and contact details, or other information likely to lead to your identification to a regulator or other authority required by law, a legal practitioner (for the purpose of obtaining legal advice or legal representation in relation to applicable laws), or as otherwise required by law.

### **6.2 How will your Reportable Concern be handled and/or investigated?**

The handling and/or investigation of your Reportable Concern will be done in a manner that complies with the protections as established under this Policy.

All Reportable Concerns will be taken seriously, focusing on the substance of the Reportable Concern rather than motive.

The specific steps taken in order to handle and/ or investigate the Reportable Concern will be dependent on the nature of the Reportable Concern.



## 6 – Requirements CONT'D

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We endeavor to complete the handling and/or investigation of Reportable Concerns in a timely manner. However, circumstances such as the complexity of the Reportable Concern, workload, priorities and other compelling reasons may justify extended periods for the completion of the handling and/or investigation of the Reportable Concern.

The handling and/or investigation of Reportable Concerns will be performed impartially, and without bias or prejudice against you or any other person involved in or a witness to the Reportable Concerns.

You may be contacted in order to obtain further information and/or evidence. However, if it is not possible to contact you (e.g., because you have chosen to report the Reportable Concern anonymously, are not responding to requests for further information and/or refuse to answer questions that you believe could reveal your identity) this step will not be taken. You may also not be contacted when the Reportable Concern is sufficiently clear for us to be able to handle and/or investigate it without further information.

The relevant handling and/or investigative team may examine evidence, such as relevant documents, records or data to determine whether there is credible information indicating that the Reportable Concern has occurred or not. Interviews with relevant people may be conducted in order to obtain testimonial evidence of matters relevant to the Reportable Concern.

The team handling and/or investigating the Reportable Concern may determine the appropriate time to inform the individual who is the subject of the Reportable Concern. In some circumstances, informing the subject may compromise the effectiveness of the handling and/or investigation of the Reportable Concern.

Records of relevant communications, results, findings and consequences relating to the Reportable Concern are recorded and kept in accordance with local law, and consistent with the need for confidentiality.

Subject to applicable confidentiality and other obligations, you will receive updates as regards status and/or the outcome of the handling and/or investigation of the Reportable Concern.

Remediation and recommendations may be identified during the handling and/or investigation of the Reportable Concern. This can include control changes and disciplinary action or sanctions.

We are not obliged to reopen the handling and/or investigation of a Reportable Concern. However, if you believe that the handling and/or investigation was not conducted properly, or if new information becomes available which was not considered, you should report this information consistent with the options set out in this Policy.

Any processing of personal data performed as part of the handling and/or investigation of Reportable Concerns must comply with PolyMet's Global Data Protection Policy and applicable data protection laws.

## 6 – Requirements CONT'D

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### 6.3 How will you be protected from Retaliation?

We are committed to protecting Whistleblowers and other persons from Retaliation. If you report, or propose to report a Reportable Concern, you will be protected from Retaliation to the extent required under this Policy and by applicable law.

We will not tolerate Retaliation against you by any member of an investigative team or any other person. Retaliators face serious internal and potential external consequences under applicable legislation or regulations. If we identify anyone involved in Retaliation, these individuals will be subject to disciplinary action, which may include dismissal.

Nothing in this Policy prevents you from reporting to and communicating with regulators and certain third parties in relation to a Reportable Concern. Any such communications must strictly comply with applicable legal requirements. However, in most cases, we hope that you would feel comfortable reporting your Reportable Concern through the various channels available to you.

You may express concerns about Retaliation to:

- your immediate superior or any member of management,
- any local reporting channel established at your office;
- any Whistleblower Contacts (if applicable); or
- Norton Rose Fulbright, PolyMet's Canadian corporate counsel (at 613-780-8665) – leaving a detailed message.

We will treat any reports of Retaliation in accordance with this Policy.

We may also take appropriate action against any consultant, supplier, third-party provider (or employee of third-party provider), auditor (or employee of auditor) or associate found to have been involved in Retaliation.

While we will take all reasonable steps to protect you from Retaliation, we are not able to provide the same level of protection to you if you are not directly employed by us at the time of the report of the Reportable Concern (e.g., former directors/officers/employees and external third parties).

### 6.4 Other relevant matters

You may obtain your own legal advice or legal representation in relation to applicable whistleblower laws. We encourage you to keep communications between you and your legal adviser strictly confidential.

The protections under this Policy will apply to you even if the Reportable Concern is not substantiated, as long as you did not report the Reportable Concern knowing that it is false.

Nothing in this Policy will prevent us from taking appropriate disciplinary or other action, including court action, against any person found to be implicated in misconduct after handling of and/or investigation into a Reportable Concern.

## **7 – Governance**

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The Board of PolyMet is responsible for the overall governance of this Policy, and associated procedures. The Board will receive regular reports about the effectiveness of this Policy and associated processes.

## **8 – Accessing this Policy**

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This Policy will be made available on your local office intranet site.

## **9 – References**

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Values

Code of Conduct



**POLYMET**  
MINING