

Whistleblower Policy

Local regulation

Please to be read in conjunction with the local policy attached



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e-Operacion-Canal-i

1. Introduction

Atalaya Mining Plc (the “Company”) is committed to complying with its Code of Business Conduct and Ethics (the “Code of Conduct”), the Anti-Bribery and Corruption Policy, with all applicable requirements concerning corporate accounting practices, accounting controls and auditing practices (collectively “Accounting Standards”) and with other matters concerning compliance with relevant legislation including health and safety and the environment. Pursuant to the Charter of the Audit Committee (the “AC”) and applicable regulatory requirements, it is the policy of the Company to establish and maintain a complaints programme to facilitate:

- (1) the receipt, retention and treatment of complaints received by the Company regarding its Accounting Standards, violations of the Code of Conduct and the Anti-Bribery and Anti-Corruption Policy, breaches in compliance with applicable laws including relating to health and safety or the environment; and
- (2) the confidential, anonymous submission by employees of the Company of any complaints made in these areas.

In order to carry out these responsibilities, the Company has adopted this Whistleblower policy (the “Policy”).

A non-exhaustive list of examples of concerns which might form the basis for a report under this Policy include:

- deficiencies in the application of Accounting Standards, financial malpractice, impropriety or fraud
- deficiencies in or non-compliance with the Company's Code of Conduct, the Anti-Bribery and Corruption Policy or any other internal policies and controls
- failure to comply with a legal obligation or governing laws
- dangers to health & safety or the environment
- criminal activity
- improper conduct or unethical behaviour
- attempts to conceal any of the above

2. Delegation to local regulation

Atalaya is aware of different countries where operates may have different regulations. Atalaya main activity is located in Spain, where the Company employs 99.9% of its personnel.

To the extent than Spain has specific rules for the whistleblowing (in Spanish “Canal de denuncias”), Atalaya will rely on the work done locally.

3. Communication of the Policy

To ensure that all directors, officers, employees, consultants and temporary workers (“Staff”) of the Company are aware of this Policy, a copy of this Policy will be distributed to Staff or uploaded in the Company’s website and/or internal portal. All Staff will be informed whenever significant changes are made. New Staff will be provided with a copy of this Policy and will be educated about its importance.

4. Reporting Concerns

Any person with a concern relating to the Accounting Standards or compliance with the Code of Conduct or the Anti-Bribery and Anti-Corruption Policy by the Company or any subsidiary of the Company may submit their concern as per regulated in the Canal de Denuncias. The Canal de Denuncias is addressed to the special purposes committee (the “Legal Committee”) which formed by a combination of management and legal counsel which have direct access to the CEO and the Directors.

Alternatively, he/she may submit his/her concern to an Officer of the Company in writing as follows unless the concern pertains to the Officer in which case it will be made to the Chief Executive Officer of the Company and/or the Chair of the Board of Directors.

In Writing:

Personal & Confidential to be opened by addressee only

In Spanish

Comité de Denuncias de Atalaya
P.º de las Delicias, 1, 3, Casco Antiguo,
41001 Sevilla (Spain)

In English

The Chair of the AC
c/o 1 Lambousa Street,
Nicosia 1095, Cyprus

By email:

Spanish or English

denuncias-arm@vmlegal.es

whistleblowing@atalayamining.com

denuncias@atalayamining.com

Addressees for these emails address are:

- external Spanish legal Counsel
Chairman of Atalaya Mining plc;
The Chair of the AC;

All reports may be made and will be treated on a confidential and anonymous basis. If it is necessary to disclose the identity of the employee, this will be discussed with them in advance. A whistleblower is not expected to prove the truth of an allegation, but must demonstrate to the person contacted that there are sufficient grounds for concern. If a person would like to discuss any matter with the Legal Committee or the AC, the person should include this request in the submission as well as a telephone number at which they can be reached, should the Legal Committee or the AC deem such communication to be appropriate.

5. No Adverse Consequences

The submission of a concern may be made by any Staff member of the Company without fear of dismissal, disciplinary action or retaliation of any kind. The Company will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any Staff member with respect to

- (i) good faith reporting of concerns or complaints regarding Accounting Standards;
- (ii) compliance with the Company's Code of Conduct, the Anti-Bribery and Anti-Corruption Policy or any other internal policies;
- (iii) compliance with applicable laws including those relating to health and safety or the environment; or
- (iv) providing assistance to the Legal Committee, the Directors, Officers of Atalaya or any other person or group, including any governmental, regulatory or law enforcement body, investigating a concern.

It is understandable that whistleblowers are sometimes worried about possible repercussions. We aim to encourage openness and will support staff who raise genuine concerns under this policy, even if they turn out to be mistaken.

6. Treatment of Submissions

Concerns will be reviewed as soon as possible by the Legal Committee in the manner deemed to be appropriate based upon the merits of the submission and with the assistance and direction of whomever the Legal Committee thinks appropriate. The Legal Committee will convene, as appropriate, to review concerns and any impact on the Company's financial statements, public reports or any other matter as required. Such meetings to review concerns will be held without Company or outside auditor personnel present unless requested by the Legal Committee. If the complaint does not involve Accounting Standards or compliance with the Code of Conduct or the Anti-Bribery and Anti-Corruption Policy specifically, the complaint will be forwarded by the Legal Committee to whoever is felt best able to handle such complaint in a manner which he or she deems appropriate.

If the investigation finds that the whistleblower's concerns are well founded, the Legal Committee shall implement such corrective measures and do such things in an expeditious manner as it deems necessary or desirable to address the concern based upon the merits of the submission.

Where possible and when determined to be appropriate by the Legal Committee, notice of any such corrective measures will be given to the person(s) who submitted the concern.

If it is found that the matter requires external reporting the whistleblower may be required to waive their confidentiality. The law recognises that in some circumstances it may be appropriate for you to report your concerns to an external body such as a regulator. It will very rarely if ever be appropriate to alert the media. We strongly encourage you to seek advice before reporting a concern to anyone external.

Whistleblowing concerns usually relate to the conduct of our staff, but they may sometimes relate to the actions of a third party, such as a customer, supplier, service provider or other third party. In some circumstances the law will protect you if you raise the matter with the third party directly. However, we encourage you to report such concerns internally first.

7. Retention of Records

The Legal Committee shall retain records relating to any concern or report of a retaliatory act and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission. The types of records to be retained by the Legal Committee shall include records of all steps taken in connection with the investigation and the results of any such investigation.

8. Review of Policy

The Board of Directors will review and evaluate this Policy on an annual basis to determine whether the Policy is effective in providing appropriate procedures to report violations or complaints regarding Accounting Standards, the Code of Conduct, the Anti-Bribery and Anti-Corruption Policy or any other internal policies and other compliance matters.

9. Queries

If you have any questions about how this Policy should be followed in a particular case, please contact the Legal Committee and/or the Officers of the Company.

Approved by the Board of Directors of Atalaya Mining plc on 15 November 2023.