

# Whistleblower Policy

---

Great Boulder Resources Limited

ACN 611 695 955

Approved by the Board 27 December 2019

# Whistleblower Policy

## 1. Introduction

Great Boulder Resources Limited (ACN 611 695 955) (**Great Boulder** or **Company**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations.

The purpose of this policy is to promote and support a culture of honest and ethical behaviour, good corporate governance and compliance with Great Boulder's legal and regulatory obligations. This is facilitated by providing protections for the reporting of reasonably held concerns of suspected or actual illegal conduct, misconduct or an improper state of affairs or circumstances at Great Boulder.

This policy sets out the process for reporting concerns and the support, protections and remedies which persons may be eligible to access in respect of reports of Reportable Matters (as defined in section 3 below) in accordance with Relevant Legislation (see Additional definitions at section 13).

## 2. Scope and application

This policy applies to any current or former:

- officer or employee;
- contractor or supplier and their employees; or
- consultant, adviser or agent;

of Great Boulder and any of their relatives or dependants (**Eligible Persons**).

A **Whistleblower** is any one of these Eligible Persons who makes or attempts to make a report under this policy.

This policy does not impose contractual obligations on Great Boulder and may be amended or replaced at any time at its discretion and in accordance with Relevant Legislation.

## 3. What is a Reportable Matter?

A **Reportable Matter** is a disclosure of information under this policy where the Whistleblower has reasonable grounds to suspect that the information:

1. concerns misconduct or an improper state of affairs or circumstances at Great Boulder which may include:
  - a. serious and systemic breaches of Great Boulder policies and procedures (such as Great Boulder's Code of Conduct and Securities Trading Policy and Safety); and
  - b. unsafe work, environmental or health practices;
2. fraud, corruption, bribery or any other serious impropriety;
3. indicates that Great Boulder has engaged in conduct that:
  - a. constitutes an offence or contravention of Relevant Legislation;
  - b. represents a danger to the public or the financial system; or
  - c. is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter from time to time; or
4. may assist Great Boulder in performing functions or duties in relation to its tax affairs.

Reportable Matters usually relate to conduct of persons performing work for Great Boulder but can also relate to conduct of third parties, such as customers, suppliers or service providers.

Reportable Matters do not include information about Personal Work-related Grievances (see Additional definitions at section 13) unless the information:

- has significant implications for Great Boulder and indicates Wrongful Conduct or alleged Wrongful Conduct (see section 13); or
- relates to detrimental treatment caused to a Whistleblower by a person who believes or suspects that the Whistleblower made, may have made, proposes to make or could make a report under this policy.

Detrimental treatment is defined in Relevant Legislation and currently includes dismissal, demotion, harassment, discrimination or other unfavourable treatment that causes damage to the Whistleblower's property, reputation, business or financial position.

Personal work-related concerns should generally be reported by an employee to his or her HR manager.

## **4. Making a Report**

### **4.1 Who to report to?**

The Company encourages reports of Reportable Matters to be made to any of the following recipients (as appropriate in the circumstances) (**Recipients**):

- to the Whistleblower Protection Officer;
- to the relevant supervisor, senior manager or officer in 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;
- to the Chairman of the Audit and Risk Committee;
- any member of the Board; or
- the Company Secretary.

Reports can be made by email, telephone, or in person.

The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure or an external recipient.

Nothing in this Whistleblower Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person in accordance with any relevant law, regulation or other requirement. Information in relation to whistleblowing is available from such regulators and can generally be downloaded on their website. <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

### **4.2 Anonymous reports**

The Company also appreciates that speaking up can be difficult. Reports can also be made anonymously or using a pseudonym and still be protected. A Discloser can refuse to answer questions that could reveal their identity. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the Discloser about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible.

Anonymous reports can be made in writing to the Company's registered office, or alternatively sending an anonymous email using a temporary or disposable email address available from the internet.

## **5. Information in Whistleblower reports**

Whistleblowers must only make reports under this policy, and will only be entitled to the protections under this policy and Relevant Legislation, if they have reasonable grounds to suspect that the information they are reporting concerns a Reportable Matter.

Reports should provide Great Boulder with as much detail as possible to assist in investigating the matter. Details can include:

- a statement describing the Reportable Matter;
- name of the person(s) involved;
- dates, times and locations;
- details of any relevant transactions;
- copies of any relevant documents;
- names of possible witnesses;
- steps already taken to report the matter or resolve the concern (if any).

## **6. Investigations**

### **6.1 Who will investigate?**

An appropriate investigator (or investigators) may be appointed to investigate any reports made under this Whistleblower Policy. An investigator will be independent of the Discloser and individuals who are the subject of the disclosure and the department or business unit involved. Possible investigators include:

- the Whistleblower Investigating Officer;
- a relevant supervisor, senior manager or officer in 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;
- the Chairman of the Audit and Risk Committee;
- any member of the Board;
- the Company Secretary; or
- an independent adviser.

Where a Reportable Matter relates to the managing director, Chief Executive Officer, Whistleblower Investigating Officer or a director of the Company, the matter will be referred directly to the Chair of the Audit and Risk Committee or other appropriate person.

### **How will the investigation be conducted?**

Any matters reported under this Whistleblower Policy will be considered and a determination will be made as to whether the disclosure falls within the scope of this Whistleblower Policy. If so, the matter will be investigated as soon as practicable after the matter has been reported. The investigation process will be conducted in a thorough, fair, objective and independent manner (while preserving confidentiality) and will depend on the precise nature of the conduct being investigated. Due care and appropriate speed will be taken and reported information will be verified and relevant personnel interviewed as part of the investigative process. The Company may seek independent advice as necessary.

The Discloser may be asked for further information, will be given regular and appropriate updates in the circumstances and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality). Any updates or outcomes will be advised by reasonable means.

Anonymous reports will be investigated based on the information provided and may be limited if the Discloser has refused or omitted to provide contact details.

At the end of the investigation, the relevant investigating officer will report their findings to the Chairman of the Board or the appropriate person who will determine the appropriate response. This may include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary. The identity of the Discloser will be redacted from any written investigation reports unless they have consented to disclosure of their identity.

The Discloser may lodge a complaint with a regulator if they are not happy with an outcome of the investigation or if they consider that this Whistleblower Policy has not been adhered to adequately.

## **7. Whistleblower support**

A senior staff member will be assigned to support the Whistleblower and to act as a liaison between the Investigator and the Whistleblower (**Whistleblower Support Officer**).

Whistleblower Support Officers assist with the protection of Whistleblowers from detrimental treatment because they have made or are considering making a report under this policy.

Whistleblowers should immediately inform the Whistleblower Support Officer of any concerns that the Whistleblower may have in relation to their report.

The Whistleblower Support Officer will, as appropriate, keep the Whistleblower informed of the progress and outcomes of the investigation (subject to any privacy and confidentiality obligations and as required by law) including any proposed remedial actions.

## **8. Protections for Whistleblowers**

### Detrimental treatment

Great Boulder will take reasonable steps to monitor and manage the behaviour of other persons involved in the Reportable Matter and protect the Whistleblower from detrimental treatment where that treatment has occurred because another person believes or suspects that the Whistleblower has made, is proposing to make, or is able to make, a report relating to a Reportable Matter.

A Whistleblower can request their Whistleblower Support Officer take appropriate action where they have concerns about detrimental treatment in relation to their reporting of a Reportable Matter. The Whistleblower Support Officer will take action they consider appropriate and may make recommendations (e.g. that the concerns be investigated or that no action is required).

A Whistleblower may escalate such concerns to the Company Secretary if they do not think the Whistleblower Support Officer has adequately resolved them. The Company Secretary may in turn consult with the Managing Director or Chairman who may make a determination in relation to those concerns.

A person found to have detrimentally treated a Whistleblower because the Whistleblower has made, is proposing to make, or is able to make, a report of a Reportable Matter report may be subject to disciplinary action, up to and including termination of employment or engagement.

Notwithstanding these protections and support, Great Boulder retains the right to raise with a Whistleblower, and act on, matters that may arise in the course of their employment or engagement with Great Boulder.

### Confidentiality

Subject to any applicable exceptions as stated below, Great Boulder understands the need to protect the Whistleblower's identity and to conduct investigations of Whistleblower reports on a confidential basis.

Great Boulder will take reasonable steps not to disclose the identity of the Whistleblower unless:

- the Whistleblower consents to the disclosure;
- the disclosure is made to ASIC, APRA, a member of the AFP, the Commissioner of Taxation (if tax-related) or other prescribed body in accordance with Relevant Legislation;
- the disclosure is made to a legal practitioner for the purposes of Great Boulder obtaining legal advice or representation in accordance with Relevant Legislation;
- a court or tribunal thinks it is necessary in the interests of justice; or
- where the disclosure is otherwise required or permitted by law.

Great Boulder will take reasonable steps not to disclose information that is likely to lead to the identification of the Whistleblower except:

- where it would be permitted to disclose the Whistleblower's identity, as referred to above; or
- to the extent the disclosure is reasonably necessary as part of the reporting procedure referred to above or for purposes of an investigation, provided Great Boulder takes all reasonable steps to maintain confidentiality and reduce the risk that the Whistleblower will be identified as a consequence of the disclosure.

Files and records created from an investigation will be securely retained in accordance with applicable document retention policies. It will be a breach of Great Boulder policy and procedure for such

information to be released, without the Whistleblower's consent, to someone not involved in the investigation (i.e. other than senior managers or directors who need to know the information in order to take appropriate action or as part of the confidentiality exceptions referred to above). A release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Great Boulder's disciplinary procedures.

Nevertheless, and notwithstanding the above confidentiality protections, Whistleblowers should be aware that it may be possible that someone might deduce their identity without there having been a breach of confidentiality, including if the nature of their report indicates that a particular individual made it, or otherwise as a consequence of the nature of the investigatory process.

#### Protections under Relevant Legislation

While Great Boulder encourages Whistleblowers to report information concerning Reportable Matters under this policy, this policy is not intended to prevent persons from making protected disclosures of information (including Reportable Matters) in other ways under Relevant Legislation.

Where a Whistleblower makes a report in relation to a Reportable Matter under this policy only, they may nevertheless also be eligible for separate protections under Relevant Legislation.

These statutory protections include:

- the Whistleblower being immune from civil, criminal or administrative liability (including disciplinary action) for making the disclosure;
- preventing the exercise or enforcement of a contractual or other right or remedy against the person on the basis of the disclosure;
- it being unlawful to subject a Whistleblower to detrimental treatment because a person believes or suspects the Whistleblower has made, will make or could make a disclosure of a Reportable Matter; and
- the Whistleblower, if subjected to detrimental treatment, having rights to compensation for loss, damage or injury and other remedies.

Persons mentioned in the Whistleblower's report may also be entitled to protections under Relevant Legislation.

You can find additional information about the conditions for the applicability of such protections, the kinds of information which may be the subject of protected disclosures and when and how public interest and emergency disclosures may be made from a legal practitioner or by contacting ASIC, APRA, a member of the AFP, the Commissioner of Taxation (if tax-related) or other prescribed body in accordance with the Relevant Legislation.

#### False reporting

The above protections will not apply where a person makes a report that does not constitute a Reportable Matter (including where there is no reasonable basis for a report) or it is not made in accordance with the requirements of the Relevant Legislation as summarised in this policy.

A deliberately false or reckless report which does not constitute a Reportable Matter could cause Great Boulder significant loss and damage including damage to Great Boulder's reputation and that of its employees, contractors and associated personnel, as well as wasting considerable time, effort and resources. Great Boulder reserves the right to take appropriate action in any such case including treating it as a serious disciplinary matter.

### **9. Fair treatment of persons mentioned in reports**

Any person mentioned in a Whistleblower's report under this policy who becomes subject to an allegation in respect of a Reportable Matter will be provided an opportunity to understand and respond to the allegations as part of any investigation.

## 10. Reporting and governance

The relevant Board Committee responsible for overseeing Great Boulder's Whistleblower process is the Audit and Risk Management Committee, and in the absence of the Audit and Risk Management Committee, the full Board of Directors.

The Committee will be notified of individual Whistleblower Reports and the outcome of any determination or investigation in relation to a report, and the Committee will in turn provide summary reports to the Board. In addition, serious Reportable Matters may be considered by the Company Secretary for immediate referral to the Chair of the Committee and/or the Board Chair.

## 11. Queries

If you have any questions about this policy or you require any information about the protection provided by law to Whistleblowers, you are encouraged to contact the Company Secretary using the details supplied in section 4. Alternatively, you can seek independent legal advice.

## 12. Amendments

This policy may be updated or amended from time to time by Great Boulder at its absolute discretion.

A current copy of the policy is available for download from the Corporate Governance section of Great Boulder's website at: <https://www.greatboulder.com.au/corporate-directory>. An Eligible Person may also request a copy of the current policy by contacting the Company Secretary on +61 8 6188 8181.

## 13. Additional definitions

In this policy the following definitions apply unless the context otherwise requires:

<b>ACCC</b>	means the Australian Competition and Consumer Commission.
<b>AFP</b>	means the Australian Federal Police.
<b>APRA</b>	means the Australian Prudential Regulation Authority.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means the Australian Securities Exchange.
<b>ATO</b>	means the Australian Taxation Office.
<b>Board</b>	means the Board of Directors of Great Boulder Resources Limited.
<b>Commonwealth</b>	means the Commonwealth of Australia.
<b>Personal Work-related Grievance</b>	means a person's grievance about their employment or former employment, including: an interpersonal conflict with another employee; a decision relating to engagement, transfer or promotion; a decision relating to terms and conditions of engagement; a decision to suspend or terminate the engagement of or otherwise to discipline the person, or as otherwise provided by Relevant Legislation.
<b>Great Boulder</b>	means Great Boulder Resources Limited.
<b>Relevant Legislation</b>	means the <i>Corporations Act 2001</i> , the <i>Australian Securities and Investments Commission Act 2001</i> , the <i>Banking Act 1959</i> , the <i>Financial Sector (Collection of Data) Act 2001</i> , the <i>Insurance Act 1973</i> , the <i>Life Insurance Act 1995</i> , the <i>National Consumer Credit Protection Act 2009</i> , the <i>Superannuation Industry (Supervision) Act 1993</i> , <i>Competition and Consumer Act 2010</i> , the <i>Taxation Administration Act 1953</i> , other tax laws administered by the Federal Commissioner of Taxation, any other Commonwealth or State law that is punishable by imprisonment for a period of 12 months or more, and regulations under or instruments referred to in these Acts.

**Wrongful Conduct**

means conduct which:

- represents a danger to the public or the financial system;
- constitutes an offence against any Commonwealth Act that is punishable by imprisonment for a period of 12 months or more;
- constitutes an offence or contravention of Relevant Legislation;  
or
- is otherwise prescribed by regulations under Relevant Legislation to be a disclosable matter.