



ACN 009 129 560

## WHISTLEBLOWER POLICY

Dated 20 December 2019

### 1. INTRODUCTION

- (a) This is the whistleblower policy (**Policy**) of Indiana Resources Limited ACN 009 129 560 and its related entities (**Company**). The Policy sets out the responsibilities and accountability of individuals for reporting unethical or illegal practices, the investigation of such reports and the protections provided for those making reports. This Whistleblower Policy applies globally. To the extent that laws and regulations in any country are more rigorous or restrictive than this Whistleblower Policy, those laws and regulations should be followed by any subsidiary operating in that country. Where a country has specific whistleblower laws which are less rigorous than this Whistleblower Policy, this Whistleblower Policy prevails. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside of Australia.

In this Whistleblower Policy, references to the Company includes references to the Company and all of its subsidiaries.

- (b) A reference to “we”, “us”, or “our” in this Policy include each of us as employees of the Company and references to “Officer” means a director of the Company.
- (c) It is our responsibility to report suspected unethical, illegal, fraudulent, undesirable or unlawful conduct involving the Company’s business and provide protections and measures to those persons who make a report so they may do so confidentially and without fear of intimidation, disadvantage or retaliation.
- (d) This Policy applies to anyone who is employed or engaged by the Company, including current and former employees (whether permanent, part time, fixed term or temporary), contractors and officers (**Personnel**).
- (e) We encourage our Personnel to report an issue to us in the first instance if you genuinely believe someone has engaged in serious wrongdoing.
- (f) This Policy does not form part of any terms of employment and the Company may change, apply or withdraw this Policy in its discretion.

### 2. REPORTING PROCESS

#### 2.1 When to report

You may make a report under this Policy if you have reasonable grounds to suspect that a director, officer, employee, contractor, supplier, tenderer or other person of the Company who has business dealings with the Company has engaged in conduct (**Reportable Events**) which:

- (a) involves any misconduct or improper state of affairs or circumstances which may cause loss to the Company or be otherwise detrimental to the interests of the Company.
- (b) is dishonest, fraudulent, corrupt, including bribery or other activity in breach of this Policy;
- (c) is illegal activity (e.g. theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);

- (d) contravenes the *Corporations Act, 2001 (Cth) (Corporations Act)* or the *Australian Securities and Investments Commission Act, 2001 (Cth)* and any other law administered by the Australian Securities and Investments Commission (**ASIC**);
- (e) constitutes an offence against any other law of the Commonwealth of Australia that is punishable by imprisonment for a period of 12 months or more;
- (f) is unethical or in breach of the Company's policies (e.g. dishonestly altering company records or data, adopting accounting practices that are questionable or wilfully breaching our Code of Conduct or other policies or procedures);
- (g) amounts to an abuse of authority or position;
- (h) may cause financial loss to us or damage our reputation or be otherwise detrimental to our interests;
- (i) is potentially damaging to the Company, an employee of the Company or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources; or
- (j) involves harassment, discrimination, victimisation or bullying (other than "personal work-related grievances", as defined in the Corporations Act).

It is expected that Personnel who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Events will make a report under this Policy or under other applicable policies. Personnel are encouraged to raise concerns about any issue or suspicion at the earliest possible date.

## 2.2 How to make a report

- (a) A report of a Reportable Matter under this Whistleblower Policy can be made via any of the following channels (as appropriate in the circumstances):
  - (i) by posting a letter to Company's registered office at 45 Ventnor Avenue, West Perth WA 6005;
  - (ii) by calling a director on +61 8 9429 8829;
  - (iii) 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;
  - (iv) to the Chairman of the audit and risk committee; or
  - (v) any member of the Board.

## 2.3 What to report

- (a) If you make a report by letter, the subject of the letter should make it clear that it is a report under this Policy, so that its confidentiality can be maintained.
- (b) You should also indicate in your report whether you consent to the recipient of your report disclosing your identity to other persons, which may include a designated investigation team (if one is established), and Company officers.
- (c) It is your right to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. If you elect to remain anonymous we will respect your right not to identify yourself, however, it may mean that our investigation will be limited.
- (d) We do not expect an initial disclosure to include absolute proof of misconduct. Where possible it could include:

- (i) the name, job title and workplace address of the person the subject of the disclosure;
  - (ii) details of the misconduct including dates and places;
  - (iii) names of anyone who may substantiate the disclosure; and/or
  - (iv) any other evidence that supports the disclosure such as emails or other documents.
- (e) These details will assist us in deciding how best to deal with the disclosure.
- (f) We do not require all information as part of an initial contact. For example, you may decide to contact an Officer with high level information and then follow up with further detail later.
- (g) If you wish to seek additional information before formally making your disclosure, you can contact an Officer of the Company or an independent legal adviser to obtain the additional information required.
- (h) We encourage you to maintain ongoing communication with us regarding any concerns or issues you have raised under this Policy and to provide us with full and complete information in order to assist us to investigate your report. If you have made an anonymous disclosure, you can refuse to answer any questions or provide any information that you feel could reveal your identity at any time.

## **2.4 False or misleading disclosures**

You will be expected to have reasonable grounds to suspect the information you are disclosing is true, but you will not be penalised if the information turns out to be incorrect. However, you must not make a report that you know is not true or is misleading. Where it is found that a discloser has knowingly made a false report, this may be a breach of the Company's Code of Conduct and will be considered a serious matter that may result in disciplinary action. There may also be legal consequences if you make a knowingly false report.

## **3. INVESTIGATION PROCESS**

### **3.1 Method of investigation**

- (a) The investigation process will vary depending on the precise nature of the conduct being investigated. All reports will be investigated, with a degree of investigation that reflects that nature of information provided and severity of allegations made.
- (b) We will investigate all matters reported under this Policy as soon as practicable after the matter has been reported.
- (c) We will conduct all investigations in a way that is thorough, objective and fair, and will have regard to any conflict of interests and other factors that require confidentiality.
- (d) We may keep you informed of the outcome of the investigation arising from your report (if any), subject to the considerations of the privacy of anyone who is the subject of the matter you have reported and other legal confidentiality requirements.

### **3.2 Who will conduct the investigation**

- (a) An Officer may, with your consent, appoint a person to assist in the investigation of a report.
- (b) Where appropriate, the Company will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

- (c) If the report is not anonymous, an Officer will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.
- (d) Where a report is submitted anonymously, we will conduct the investigation and our enquiries based on the information provided to us.
- (e) We set out in paragraph 4 below the protection you are entitled to if you make a report under this Policy. You can still qualify for protection under this Policy even if your disclosure turns out to be incorrect following completion of the investigation.

## **4. PROTECTION OF WHISTLEBLOWERS**

### **4.1 Protection of your identity and confidentiality**

- (a) The Company is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those who make a report are treated fairly, their concerns will be dealt with sensitively and seriously and they do not suffer detriment.
- (b) Subject to compliance with legal requirements, upon receiving a report under this Policy, the Company will only share your identity as a whistleblower or information likely to reveal your identity either:
  - (i) with your consent; or
  - (ii) in accordance with law.
- (c) We may disclose the information contained in your report with or without your consent if:
  - (i) the information does not include your identity;
  - (ii) we have taken all reasonable steps to reduce the risk that you will be identified from the report; and
  - (iii) it is reasonably necessary for investigating the issues raised in the report.
- (d) There is no requirement for you to identify yourself in order for a disclosure to qualify for the protection under the Corporations Act. Except for a disclosure permitted under paragraphs 4.1(b) and 4.1(c), disclosure of your identity or disclosure of information that is likely to lead to your identification by the Company is illegal and is an offence under the Corporations Act which carries serious penalties for both the individual and the Company.
- (e) In order to reduce the risk that you will be identified from the information contained in a disclosure, we will ensure (to the extent possible) that:
  - (i) all personal information or reference to you witnessing an event will be redacted;
  - (ii) you will be referred to in a gender-neutral context;
  - (iii) where possible, you will be contacted to help identify certain aspects of your disclosure that could inadvertently identify you; and
  - (iv) disclosures will be handled and investigated by an Officer.
- (f) We will also ensure that all paper and electronic document and other materials relating to your disclosure will be stored securely and only shared in accordance with paragraph 4.3.
- (g) In addition, each person who is involved in assisting the Officer to handle and investigate a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of your identity may be a criminal offence.

- (h) If you believe a breach of confidentiality has occurred, you can lodge a complaint with an Officer. It is also your right to lodge a complaint with the applicable regulator in Australia.
- (i) In particular, the Company will take whatever action that is possible consistently with this Policy to ensure that you are not personally disadvantaged for making a report.

## 4.2 Protection against detrimental conduct

We will not tolerate any detrimental conduct against Personnel who ask questions or report concerns under this Policy.

Detrimental conduct includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If you are subjected to detrimental conduct, or become aware of others who are experiencing detrimental conduct, as a result of making a report under this Policy you are required under this Policy and our Code of Conduct to:

- (a) inform an Officer or the secretary of the Company; and
- (b) any person involved in detrimental conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. The Company may refer any person that has engaged in detrimental conduct to law enforcement authorities for further investigation.

## 4.3 Protection of files and records

- (a) All files and records created from an investigation will be retained appropriately and securely.
- (b) Access to all information relating to a disclosure will be limited to those directly involved in managing and investigating the disclosure.
- (c) Whistleblowers are assured that a release of information in breach of this Policy will be regarded as a serious matter and will be dealt with under the Company's disciplinary procedures.

## 5. TRAINING

- (a) We will provide training to our Personnel about this Policy and their rights and obligations under it.
- (b) We will also provide training to our managers and Officers who may receive whistleblower reports about how to respond to them.

## 6. DISCLOSURE OF POLICY

We will make this Policy available to our Personnel upon the start of their employment or engagement with us, and we will place the Policy on our website at <https://indianaresources.com.au/about/corporate-governance/>

If there are questions about how this Policy and our Code of Conduct apply, please contact us.

## 7. REVIEW

We will review this Policy periodically to check that it is operating effectively and whether any changes are required to the policy.

## 8. GENERAL

It is our condition of any employment or engagement with us that all Personnel must comply at all times with this Policy. However, this Policy does not form part of any agreement between us and any person, nor does it constitute terms and conditions of any person's employment or engagement with us.

## 9. SPECIAL PROTECTIONS UNDER AUSTRALIAN LAW

- (a) If you make a disclosure about a breach of the Corporations Act, your disclosure may be eligible for special protection under the Corporations Act provided that certain conditions are satisfied. Schedule 1 of this Policy sets out further detail regarding the special protection.
- (b) If you make a disclosure about a breach of any Australian tax law, you may be eligible for special protection under the *Taxation Administration Act 1953* (Cth) (**TAA**) provided certain conditions are met.

## Schedule 1 – Special protections under Australian law

### 1. Criteria for Protection under Australian law

Importantly, there are a number of criteria that you must meet in order to qualify for whistleblower protection under the Corporations Act. These are captured in table below.

Criteria	Requirement
<b>Eligible whistleblower</b>	<p>You must be:</p> <ul style="list-style-type: none"> <li>(a) a current or former officer (usually a director or a secretary) of the Company;</li> <li>(b) a current or former employee of the Company;</li> <li>(c) a contractor or employee of a contractor that has a current contract to supply goods or services to the Company; or</li> <li>(d) a spouse, dependent, or other relative of a person listed at (a) to (c) above.</li> </ul>
<b>What is a protected disclosure?</b>	<p>Information must relate to “disclosable matters” and be made to “eligible” persons or organisations.</p> <p>Disclosable matters are:</p> <ul style="list-style-type: none"> <li>• information about misconduct, or an improper state of affairs or circumstances in relation to the Company or a related body corporate.</li> <li>• information that the Company or any officer or employee of the Company has engaged in conduct that: <ul style="list-style-type: none"> <li>○ contravenes or constitutes an offence against certain legislation (e.g. the Corporations Act);</li> <li>○ represents a danger to the public or the financial system; or</li> <li>○ constitutes an offence against any law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more.</li> </ul> </li> </ul>
<b>Who the disclosure is made to</b>	<p>You must make the disclosure to an eligible recipient in order to be able to qualify for protection as a whistleblower under the Corporations Act.</p> <p>An eligible recipient includes:</p> <ul style="list-style-type: none"> <li>(a) a person authorised by the Company to receive whistleblower disclosures (e.g. an Officer);</li> <li>(b) a director, secretary or senior manager of the Company;</li> <li>(c) the Company’s auditor, or a member of the Company’s audit team;</li> <li>(d) in certain circumstances, a journalist or Australian parliamentarian (a ‘public interest disclosure’)*;</li> <li>(e) ASIC;</li> </ul>

Criteria	Requirement
	<p>(f) a lawyer for the purposes of seeking legal advice in relation to the operation of the whistleblower provisions of the Corporations Act (even in the event that the legal practitioner concludes that the disclosure does not relate to a 'disclosable matter'); or</p> <p>(g) the Commissioner of Taxation where the information may assist the Commission of Taxation to perform his or her functions or duties under a taxation law in relation to the Company.</p> <p>* Before giving a public interest disclosure, you must give a written notice to the regulator to which you have made the previous disclosure (i.e. ASIC, APRA, ATO or any other Commonwealth body) that includes sufficient information to identify the previous disclosure and states that you intend to make a public interest disclosure. Please contact the Company if you would like more information about emergency and public interest disclosures.</p>
<b>Whether you provide your name</b>	It does not matter whether you provide your name; anonymous disclosers will also be protected under the Corporations Act.
<b>Reasonable grounds to suspect breach</b>	You must have reasonable grounds to suspect that the information that is disclosed is about a disclosable matter.
<b>Personal work related grievance</b>	<p>Disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to you, do not qualify for protection under the Corporations Act.</p> <p>Personal work-related grievances are those that relate to your current or former employment and have, or tend to have, implications for you personally, but do not:</p> <p>(a) have any other significant implications for the entity (or another entity); or</p> <p>(b) relate to any conduct, or alleged conduct, about a disclosable matter.</p> <p>Examples of grievances that may be work-related grievances include:</p> <p>(a) an interpersonal conflict between the discloser and another employee;</p> <p>(b) a decision that does not involve a breach of workplace laws;</p> <p>(c) a decision about the engagement, transfer or promotion of the discloser;</p> <p>(d) a decision about the terms and conditions of engagement of the discloser; or</p> <p>(e) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.</p> <p>A personal work-related grievance may still qualify for protection if:</p> <p>(a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);</p> <p>(b) the Company has breached employment or other laws</p>

Criteria	Requirement
	<p>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;</p> <p>(c) you suffer from or are threatened with detriment for making a disclosure; or</p> <p>(d) you discloser seek legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.</p>

## 2. Protection under the Corporations Act

The Corporations Act gives protection to you in certain circumstances if you go public with your concerns about dangers to the public or matters in the public interest. The types of protection are set out below.

### (a) Specific protection

If you are an eligible whistleblower, you are protected from each of the following in relation to your disclosure:

- (i) civil liability (e.g. any legal action against the discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);
- (ii) 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));
- (iii) administrative liability (e.g. disciplinary action for making the disclosure);
- (iv) no contractual or other remedy may be enforced or exercised against on you the basis of the disclosure; and
- (v) in some circumstances (e.g. if the disclosure has been made to a regulator), the information you provide is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.

Additional legislative protections and remedies may also be available.

### (b) Reinstatement of employment

If the Company terminates your employment as a result of a protected disclosure, you may ask the court for an order to reinstate you either in your original position, or in another position at a comparable level in the Company.

### (c) Protection for whistleblowers against victimisation

It is an offence for a person to victimise you or another person by engaging in conduct that causes detriment in relation to a disclosure if:

- (i) the person believes or suspects that you (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
- (ii) the belief or suspicion is the reason, or part of the reason, for the conduct.

'Detriment' is defined broadly, and includes:

- (i) dismissal of an employee;
- (ii) injury of an employee in his or her employment;
- (iii) alteration of an employee's position or duties to his or her disadvantage;
- (iv) discrimination between an employee and other employees of the same employer;
- (v) harassment or intimidation of another person;
- (vi) harm or injury to a person, including psychological harm;
- (vii) damage to a person's property;
- (viii) damage to a person's reputation;
- (ix) damage to a person's business or financial position; and
- (x) any other damage to a person.

**(d) Compensation and other remedies**

You may be able to claim compensation and other remedies through the courts if you:

- (a) suffer loss, damage or injury because of a disclosure; and
- (b) the Company has failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.