



# Whistleblower Policy

**Karawara Minerals Limited**

ABN 90 658 603 966

Adopted by the Board on  
1 May 2023

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# Whistleblower Policy

## 1. Purpose of this Policy

### 1.1 Background

Karawara Minerals Limited ABN 90 658 603 966 (the **Company**) is committed to a high level of integrity and ethical standards in all business practices. Employees must conduct themselves in a manner consistent with current community, ethical and Company standards and in compliance with all relevant legislation.

This Policy is intended to encourage the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving the Company and its related bodies corporate (together the **Group**) and details protections and measures so that those persons who make a report may do so confidentially and without fear of intimidation, disadvantage or reprisal.

### 1.2 Interaction with Whistleblowing Legislation

The relevant legislation is sections 1317AA to 1317AJ of the Corporations Act and sections 14ZZT to 14ZZE of the Taxation Administration Act (the **Whistleblowing Legislation**). The protections under the Whistleblowing Legislation only apply to certain types of disclosures, referred to in this Policy as **Qualifying Disclosures**.

This Policy contains a summary of parts of the Whistleblowing Legislation, and for further detail, you should refer to the text of this legislation. This Policy is not intended to override any rights or obligations you or the Company may have under the Whistleblowing Legislation.

## 2. Who the Policy applies to

This Policy applies to an individual who is (or has been):

- (a) an officer, employee or associate of the Group;
- (b) a supplier of goods or services (whether paid or unpaid) to the Group, including an individual who is or has been employed by such a supplier;
- (c) a relative, spouse or dependant of any of the above.

An individual identified above is described in the Whistleblowing Legislation as an Eligible Whistleblower.

## 3. Disclosures covered by this Policy

### 3.1 Disclosable Matters that can be a Qualifying Disclosure

**Disclosable Matters** has the meaning given to that term in the Whistleblowing Legislation. In summary, information is a Disclosable Matter if the Eligible Whistleblower has reasonable grounds to suspect that the information concerns misconduct (e.g. fraud, negligence, default, breach of trust and breach of duty), or an improper state of affairs or circumstances, in relation to the Group.

Without limiting what may be a Disclosable Matter, examples of possible Disclosable Matters include conduct by the Group or any of its officers or employees which:

- (a) constitutes an offence against, or a contravention of a Prescribed Law;
- (b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- (c) represents a danger to the public or the financial system; and
- (d) is conduct that may cause financial loss to the Group or is otherwise detrimental to the interests of the Group.

While a Disclosable Matter may involve conduct which is unlawful, this is not essential. Dishonest or unethical behaviour and practices, conduct that may cause harm, or conduct prohibited by the Company's policies can be a Disclosable Matter.

An Eligible Whistleblower can still qualify for protection even if their disclosure turns out to be incorrect provided that they had “reasonable grounds to suspect” the disclosure was correct.

Disclosures that are not about a Disclosable Matter do not qualify for protection under the Whistleblowing Legislation (though, depending on the nature of the disclosure, may be protected under other legislation).

### 3.2 **Exclusion from protection – personal work-related grievances**

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.

Personal work-related grievances are those that relate to the discloser’s current or former employment and have, or tend to have, implications for the discloser personally, but do not:

- (a) have any other significant implications for the Company; and
- (b) relate to any conduct, or alleged conduct, involving a Disclosable Matter.

Examples of grievances that may be personal work-related grievances include interpersonal conflicts between the discloser and another employee/officer and decisions (that do not involve conduct which would otherwise be a Disclosable Matter of the kind summarised in part 3.1 above):

- (a) about the employment, transfer or promotion of the discloser;
- (b) about the terms and conditions of employment of the discloser; or
- (c) to suspend or terminate the employment of the discloser, or otherwise to discipline the discloser.

### 3.3 **False reports**

It is important to note that the submission of a false report could have significant effects on the Group’s reputation and the reputations of its directors, officers and employees and could also cause considerable waste of resources. Any deliberately false report of a purported Disclosable Matter will not be protected and will be treated as a serious disciplinary matter.

## 4. **How to make a Qualifying Disclosure**

### 4.1 **Disclosure to Eligible Recipients**

A disclosure of a Disclosable Matter will be a Qualifying Disclosure if it is made directly to an Eligible Recipient as defined in the Whistleblowing Legislation which includes senior managers, Directors, the Company Secretary and the Auditor of the Company.

The Company has nominated the Company Secretary of the Company to act as the Company’s Whistleblower Protection Officer. The Company Secretary can be contacted as follows:

#### **Company Secretary**

**Name:** Andrew Phillips  
**Phone:** 02 9089 8723  
**Email:** info@karawara.com.au  
**Post:** Karawara Minerals Limited  
Attn: Whistleblower Protection Officer  
Level 6, 22 Pitt Street, SYDNEY NSW 2000

The Company’s Auditor can be contacted as follows:

**Name:** Ernst & Young  
**Phone:** 02 9248 5555  
**Post:** Ernst & Young  
Attn: Auditor of Karawara Minerals Limited  
GPO Box 2646, SYDNEY VIC 2001

While a Qualifying Disclosure can be made verbally, to enable the efficient investigation of the Disclosable Matter, the Company encourages a Qualifying Disclosure to be made in writing and with as much detail as possible along with any supporting evidence (emails, texts, documents etc).

#### 4.2 **Remaining anonymous**

Qualifying Disclosures can be made anonymously if preferred by submitting reports directly to a Whistleblower Protection Officer via the contact details set out above.

While the Company will not investigate the identity of an Eligible Whistleblower who wishes to remain anonymous, it is that Eligible Whistleblower's obligation to manage their anonymity in making a Qualifying Disclosure anonymously, including by expressly stating that their disclosure is being made on an anonymous basis. Neither the Company, its officers or employees, nor the Whistleblower Protection Officer shall be liable if the Eligible Whistleblower's identity is, or becomes, readily ascertainable as a result of the Eligible Whistleblower's failure to manage their anonymity.

If an Eligible Whistleblower chooses to make a Qualifying Disclosure anonymously, this may hinder the ability of the Company to fully investigate the matter. Accordingly, the Company encourages Eligible Whistleblowers to provide contact details to assist in any investigation into the matter. An Eligible Whistleblower who wishes to remain anonymous should maintain ongoing two-way communication with the recipient of the Qualifying Disclosure, so the Company can ask follow-up questions and provide updates on investigations.

#### 4.3 **Disclosure to regulators**

A disclosure of a Disclosable Matter may also be protected under the Whistleblowing Legislation if it is made to ASIC, APRA or any other Commonwealth body prescribed by regulations. Where the Disclosable Matter relates to the tax affairs of the Company, a disclosure may also be protected if it is made to the ATO.

#### 4.4 **Disclosure to an independent legal adviser**

A disclosure of a Disclosable Matter (or a potential Disclosable Matter) may also be protected under the Whistleblowing Legislation if it is made to an independent legal adviser for the purpose of obtaining legal advice regarding the Whistleblowing Legislation. This is so even in the event that the legal adviser ultimately concludes that a disclosure does not relate to a Disclosable Matter.

#### 4.5 **Public interest disclosures and emergency disclosures**

The Whistleblowing Legislation provides for limited circumstances where an Eligible Whistleblower may be protected in respect of the disclosure of a Disclosable Matter to a journalist or parliamentarian.

If you are considering making a disclosure to a journalist or parliamentarian, it is important that you understand the criteria for protection of this disclosure (including the need for a prior disclosure which qualifies for protection under the Whistleblowing Legislation and written notice concerning the intention to make the disclosure before the proposed public interest or emergency disclosure can be protected). You should first consult with the Company's Whistleblower Protection Officer or an independent legal adviser to ensure that you understand whether a proposed public interest or emergency disclosure would qualify for protection before making the disclosure.

### 5. **Legal protections available to Eligible Whistleblowers**

An Eligible Whistleblower who makes a Qualifying Disclosure (regardless of whether the disclosure is an internal disclosure or a disclosure made to one of the external parties referred to in part 4.3 to 4.5 above) receives various protections under the Whistleblowing Legislation which are described below.

#### 5.1 **Protection of identity**

The Eligible Whistleblower's identity must be protected and kept confidential. Save for where permitted by the Whistleblowing Legislation, it is unlawful for their identity or information which would allow their identity to be ascertained to be disclosed (contravention of this provision may lead to severe penalties).

The main exceptions to the above rule are where the disclosure of information concerning the Eligible Whistleblower's identity is:

- (a) to ASIC, APRA or a member of the AFP;
- (b) to a legal adviser for the purposes of obtaining legal advice or legal representation concerning the Whistleblowing Legislation;
- (c) with the Eligible Whistleblower's consent; or
- (d) by ASIC, APRA or the AFP to a Commonwealth, State or Territory body for the purpose of assisting the authority in the performance of its functions or duties.

## 5.2 **Protection from detrimental conduct**

It is unlawful for a person to be subjected to detrimental conduct or threats of detrimental conduct where the conduct/threat is motivated by the belief or suspicion that the person or another person made a Qualifying Disclosure (contravention of this provision may lead to severe penalties).

In this context, detrimental conduct includes the dismissal of an employee, injury of an employee in his or her employment, alteration of an employee's position or duties to his or her disadvantage, discrimination between an employee and other employees of the Company, harassment or intimidation of a person, harm or injury to a person, including psychological harm, damage to a person's property, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

A person who has been subjected to detrimental conduct or threats of detrimental conduct may be able to apply to a Court for compensation for loss, damage or injury or other remedies in accordance with the Whistleblowing Legislation. Compensation and other remedies may be available where:

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

If you consider this applies to you, you should seek independent legal advice regarding your options. You can also contact ASIC or APRA for guidance in relation to your rights.

## 5.3 **Other legal protections**

If an Eligible Whistleblower makes a Qualifying Disclosure:

- (a) the Eligible Whistleblower is protected by the Whistleblowing Legislation from any civil, criminal or administrative liability (including any disciplinary action) for making the Qualifying Disclosure; and
- (b) the Eligible Whistleblower is protected by the Whistleblowing Legislation from any contractual or other remedy being enforced, and no contractual or other right may be exercised against the Eligible Whistleblower on the basis of the Qualifying Disclosure.

In limited circumstances (i.e. disclosures to regulators and public interest and emergency disclosures), the Whistleblowing Legislation provides that Qualifying Disclosure will not be admissible in evidence in criminal proceedings against the Eligible Whistleblower or in proceedings for the imposition of a penalty against the Eligible Whistleblower, other than proceedings in respect of falsity of the information.

# 6. **Handling and investigation of disclosures**

## 6.1 **Investigations generally**

The recipient of a Qualifying Disclosure will, as soon as practicable, provide the Eligible Whistleblower's report to the most appropriate person to conduct an initial review. Depending on the circumstances, the person may be someone within the Company (including the recipient). However, where it is not appropriate for the initial review to be conducted by the recipient or someone within the Company, the recipient must take steps to identify and engage an appropriate external party (such as an independent legal adviser) to conduct the initial review.

For the avoidance of doubt, the recipient of a Qualifying Disclosure must not disclose to the person the identity of the Eligible Whistleblower or information which would allow their identity to be ascertained except where this is allowed by the Whistleblower Legislation (i.e. in the circumstances set out in part 5.1 above).

The person conducting the initial review will make inquiries and may seek input from members of the senior executive team (except to the extent a member is the subject of the report).

The objects of the initial investigation include:

- (a) collecting information, considering that information and concluding whether or not there are reasonable grounds to indicate a Disclosable Matter; and
- (b) where appropriate, making recommendations on appropriate remedial actions or further investigation that should take place (including potential investigations by an external party such as an independent legal adviser or referrals to regulatory bodies) in respect of a Disclosable Matter.

The exact process and timeframe for each initial investigation and any subsequent investigation will vary depending on the nature of the process. Where practicable, the Company's expectation is that initial investigations will be substantially completed within 10 to 20 business days of the original disclosure (recognising that compliance with this timeframe may not always be possible). Any subsequent investigation should be completed as soon as reasonably practicable.

All investigations will be conducted as far as practicable on a confidential basis and in an appropriate manner having regard to the nature of the Disclosable Matter and the surrounding circumstances. The findings of investigations will be documented internally and reported as appropriate to those responsible for the oversight of this policy (subject to any restrictions appropriate or necessary including in relation to the Company's obligations to maintain confidentiality of the identity of the Eligible Whistleblower as described in part 5.1 above). The nature of the documentation and reporting will depend on the nature of the disclosure. Confidentiality will be observed in relation to handling and storing records.

Any investigation will be independent of the Eligible Whistleblower and any person(s) subject to an allegation in respect of a Disclosable Matter.

The act of whistleblowing does not protect Eligible Whistleblowers from the consequences of any involvement in the improper conduct disclosed in the report (including civil and criminal liability that would flow from that conduct). Involvement in the improper conduct may also lead to disciplinary action, including termination of employment. However, the admissions made by an Eligible Whistleblower may be a mitigating factor when considering disciplinary action.

If a report of a Disclosable Matter subsequently leads to regulatory or Court proceedings, the Eligible Whistleblower who made a report under this policy may be requested by the Company to provide assistance, including as a witness.

## **6.2 Fair treatment of persons named in a Qualifying Disclosure**

The Company will ensure the fair treatment of any person named in or the subject of a Qualifying Disclosure including by, as much as is practical and appropriate in the circumstances, keeping their name confidential to the investigation and requiring all other matters discussed as part of the investigation remain confidential.

Any person who becomes subject to an allegation in respect of a Qualifying Disclosure will be provided an opportunity to understand and respond to the allegations as part of any investigation.

Generally, no adverse action will be taken against a person named in relation to a Qualifying Disclosure unless warranted at the end of the investigation (save for where action is warranted in advance of the conclusion of the investigation).

A person named in relation to a Qualifying Disclosure will, as appropriate, be kept 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.

## 7. Support for Eligible Whistleblowers

The Company firmly believes that those who reasonably suspect or witness misconduct should be able to report their suspicions with the confidence that they will be supported, and not punished or discriminated against for making a disclosure.

Eligible Whistleblowers are encouraged to raise any concerns arising out of a disclosure (or anticipated disclosure) of a Disclosable Matter or any subsequent investigation process via the methods set out in part 4.1 above. The Company will take appropriate action to ensure that any possible detriment is averted if possible and otherwise addressed appropriately. Additional support services may be requested if they are required.

Where appropriate, a senior officer or employee will be assigned to support the Eligible Whistleblower (**Whistleblower Support Officer**) and to act as liaison between the Eligible Whistleblower and any investigation team.

The investigators or 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. General

### 8.1 Availability of this Policy

All officers and employees of the Company will be provided with access to this Policy including via a copy posted on the Company's website.

### 8.2 Monitoring, reviews and updates

The Board will be informed of any material incidents reported under this Policy as appropriate. The Board will review and update this Policy as required and, at a minimum, every two years to maintain relevance and compliance.

### 8.3 Status of this Policy

This Policy is not a term of any contract, including any contract of employment, and does not impose any contractual duties, implied or otherwise, on the Company or the Group. This Policy may be varied by the Company from time to time.



## 9. Glossary

For the purpose of this Policy:

Defined term	Meaning
<b>AFP</b>	the Australian Federal Police.
<b>APRA</b>	the Australian Prudential Regulation Authority.
<b>ASIC</b>	the Australian Securities and Investments Commission.
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth).
<b>Prescribed Law</b>	<ul style="list-style-type: none"> <li>(a) the <i>Corporations Act 2001</i> (Cth);</li> <li>(b) the <i>Australian Securities and Investments Commission Act 2001</i> (Cth);</li> <li>(c) the <i>Banking Act 1959</i> (Cth);</li> <li>(d) the <i>Financial Sector (Collection of Data) Act 2001</i> (Cth);</li> <li>(e) the <i>Insurance Act 1973</i> (Cth);</li> <li>(f) the <i>Life Insurance Act 1995</i> (Cth);</li> <li>(g) the <b>National Consumer Credit Protection Act 2009</b> (Cth);</li> <li>(h) the <i>Superannuation Industry (Supervision) Act 1993</i> (Cth); and</li> <li>(i) any instrument made under any of the above laws.</li> </ul>
<b>Taxation Administration Act</b>	the <i>Taxation Administration Act 1953</i> (Cth).