



GMA Garnet Group

WHISTLEBLOWER POLICY

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1. Purpose

GMA is committed to the highest standards of conduct and ethical behaviour in all of our business activities. As part of that commitment and as part of fulfilling GMA's responsibilities under the GMA Corporate Social Corporate Social Responsibility Statement of Intent, GMA has established this Policy to:

- encourage the reporting of suspected unethical, illegal, fraudulent or undesirable conduct;
- to help deter wrongdoing; and
- to provide protections for persons who make a Report.

This Policy is available to all GMA Personnel on the GMA website and will be made available to all new GMA employees on commencement of their employment.

2. Who is eligible for protection under this Policy?

You will be eligible for protection as a Whistleblower under this Policy if:

- you are one of the persons described in clause 3 of this Policy;
- you make a Report to one of the persons described in clause 5 in relation to conduct which you have reasonable grounds to suspect is Reportable Conduct under clause 4.

This Policy also protects those who are entitled to protection under the Australian Whistleblower Laws.

3. Who can make a Report under this Policy?

A Report can be made by a current or former:

- GMA Officer or employee;
- contractor who supplies goods or services to GMA, or one of their employees;
- Associate of GMA; or
- a family member of a person mentioned above.

You can make a Report anonymously if you wish.

4. What matters can be disclosed under this Policy?

If you have reasonable grounds to suspect that a GMA Officer, employee, contractor or supplier has engaged in improper conduct in relation to GMA (**Reportable Conduct**) or that an improper state of affairs exists in relation to GMA, you may make a Report under this Policy.

Examples of Reportable Conduct include:

- Conduct that is dishonest, fraudulent or corrupt, including bribery or conduct involving improper payments or inducements.
- Illegal conduct such as theft, violence, harassment, criminal damage to property or conduct that breaches any laws of countries in which GMA operates.
- Misconduct relating to the governance of GMA, such as dishonestly altering company records, adopting questionable accounting practices, or intentionally providing false information in internal management reports.
- Conduct that may cause financial loss to GMA or damage its reputation or is otherwise detrimental to GMA.
- Conduct which amounts to an abuse of authority.
- Conduct that represents a danger to the public (including public health, safety or the environment).
- Conduct that constitutes an offence against, or a contravention of the Commonwealth laws listed in Schedule 2.
- Any other conduct which involves misconduct or an improper state of affairs or circumstances relating to GMA.

This Policy does not apply to disclosures of information concerning Personal Work-Related Grievances or to disclosures of information that are not about disclosable matters and do not qualify for protection under the Australian Whistleblower Laws.

Any complaints of injustice in the assessment of an employee's performance, or discrimination, will be dealt with under the appropriate GMA policy.

5. Who can I make a Report to?

In order to be able to qualify for protection as a Whistleblower under the Australian Whistleblower Laws, you must provide your Report directly to one of the following:

- one of GMA's Protected Disclosure Coordinators;
- an Officer or Senior Manager of the Company or a Related Body Corporate;
- an auditor, or a member of an audit team conducting an audit of GMA;

- if the Report relates to GMA's tax affairs, GMA's registered tax agent or BAS agent or an employee or officer at GMA who has functions or duties relating to its tax affairs;
- ASIC or APRA; or
- a legal practitioner for the purpose of obtaining legal advice or representation in relation to the operation of the Australian Whistleblower Laws.

GMA's Protected Disclosure Coordinators are:

- the Executive General Manager People, Safety and Legal;
- the Chief Financial Officer; and
- the Manager People Development and Legal.

Contact details for the Protected Disclosure Coordinators are listed at Schedule 1.

A Report made to a journalist or a parliamentarian may also qualify for protection under the Australian Whistleblower Laws if it satisfies the criteria for the Report to be either a public interest disclosure or an emergency disclosure in accordance with the provisions of those laws.

6. Will my identity as a Whistleblower be kept confidential?

GMA will only disclose your identity as a Whistleblower if:

- you consent to the disclosure of your identity;
- your identity is disclosed to the Australian Securities and Investment Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Australian Federal Police or the Tax Commissioner; or
- your identity is disclosed to a legal practitioner for the purpose of obtaining legal advice or representation.

If GMA investigates a Report, any disclosure of information likely to reveal your identity will be made on a strictly confidential basis and only if:

- such disclosure does not include your identity,
- we have taken reasonable steps to reduce the risk that you will be identified from the information and
- it is reasonably necessary to disclose the information for the purpose of investigating the issues raised in a Report.

Unauthorised disclosure of a Whistleblower's identity or of information that is likely to lead to the identification of that person, is a breach of this Policy. GMA may take disciplinary action against any Personnel who make an unauthorised disclosure under this Policy. It is also an offence under the Australian Whistleblower Laws (see section 10 below).

The Australian Whistleblower Laws provide additional protections in relation to the confidentiality of Whistleblowers (see section 10 below).

7. Will I have protections and support available to me as a Whistleblower?

GMA will not tolerate any form of conduct by its Personnel that causes Detriment or constitutes the making of a threat to cause any such Detriment to a person who is or proposes to be a Whistleblower or who is suspected or believed to be a Whistleblower.

Personnel found to have caused or threatened to cause Detriment to a person who is or proposes to be a Whistleblower or who is suspected or believed to be a Whistleblower may be subject to disciplinary action including, in serious cases, dismissal.

If you believe you have suffered Detriment as a result of making a Report under this Policy, or because it is believed or suspected that you have made a Report under this Policy, you should inform your supervisor or manager as soon as possible or raise the matter with a Protected Disclosure Coordinator.

See also section 10 of this Policy in relation to the protections available under the Australian Whistleblower Laws.

8. How will a Report be investigated?

All Reports will be taken seriously and will be investigated as soon as practicable after they are received.

Any GMA Officer or Senior Manager who receives a Report must provide details of the Report to a Protected Disclosure Coordinator as soon as practicable and, unless the Whistleblower has consented to the disclosure of their identity, ensure any information which identifies or may identify the Whistleblower has been removed. In the event that the relevant Protected Disclosure Coordinator has a conflict of interest with the subject matter of the Report, the Protected Disclosure Coordinator must decline to take any further steps in relation to the Report other than to refer the matter to an alternative Protected Disclosure Coordinator.

The investigation of any Report will be overseen by a Protected Disclosure Coordinator and must be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the information in the Report and the circumstances. The Protected Disclosure Coordinator may appoint a person to conduct or assist in the investigation of a Report.

Where appropriate and possible, GMA will provide feedback to the Whistleblower regarding the progress and outcome of the investigation of their Report (subject to considerations of the privacy of those against whom allegations are made).

The findings and outcome of the investigation of a Report must be documented in a final report which must be provided to the CEO, who may in turn provide a copy to the Board.

Final reports relating to investigations where accusations of wrongdoing are levelled against GMA's executive leaders, including the CEO, must be provided to the Chairman.

All files and records created from an investigation will be retained securely.

9. Fair treatment

Where investigations or other enquiries in respect of a Report do not substantiate that Reportable Conduct has occurred, the Company will ensure that the Report may not be used to cause a Detriment to any person accused of the Reportable Conduct and:

- the fact the enquiry has been carried out;
- the results of the enquiry; and
- the identity of any person the subject of the enquiry,

will remain confidential, unless the subject of the enquiry requests otherwise.

Subject to compliance with any legal requirements, a person who is the subject of a Report has the right to:

- be informed as to the substance of the allegations against them;
- be given a reasonable opportunity to put their case (either orally or in writing) to the Company; and
- be informed of the findings in respect of the allegations against them.

10. Australian Whistleblower Laws

If you make a Report, including an anonymous Report, under and in accordance with this Policy you will qualify for the following protections under the Australian Whistleblower Laws, in addition to the other protections set out in this Policy:

- You will be protected from civil, criminal or administrative liability (including disciplinary action) for making the Report. You will not, however, be granted immunity for any misconduct you have engaged in.
- No contractual or other remedy may be enforced, and no contractual or other rights may be exercised, against you on the basis of your Report.
- In certain circumstances, the information contained in your Report is not admissible in evidence against you in criminal proceedings or in proceedings for the imposition of a penalty.
- Your identity cannot be disclosed to a court or tribunal except where the court or tribunal considers it necessary.

- A person who receives your Report commits an offence if they disclose your identity, or they disclose information which is likely to lead to your identification, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the Report without your consent (see also section 6 above).

The Australian Whistleblower Laws provide that a person must not cause or threaten to cause a Detriment to a Whistleblower in relation to a Report. They also provide that a Whistleblower can seek compensation and other remedies through the courts in relation to a range of parties, including their employer, if they have suffered an unlawful Detriment.

11. Policy management

Approval of this Policy is vested with the Board. Reviews of this Policy are the responsibility of the Board, and will be conducted periodically to ensure the Policy remains consistent with the Corporations Act and all other relevant legislative and regulatory requirements, as well as the changing nature of GMA.

The Company Secretary is authorised to make administrative and minor amendments to this policy provided such amendments are presented to the board for consideration at its next meeting.

12. Definitions

In this Policy:

APRA means the Australian Prudential Regulation Authority.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to that term under the Corporations Act.

Australian Whistleblower Laws means either or both of Part 9.4AAA of the Corporations Act and Part IVD of the Taxation Administration Act 1953 (Cth).

Board means the board of Directors of the Company from time to time.

CEO means the Chief Executive Officer of GMA.

Chairman means the person appointed by the Board as chairman from time to time.

Company means Garnet International Resources Pty Ltd.

Company Secretary means the person appointed by the Company to be the company secretary from time to time.

Corporations Act means the Corporations Act 2001 (Cth).

Detriment includes, without limitation, dismissal, demotion, harm or injury, alteration of an employee's position or duties to their disadvantage, harassment, intimidation, discrimination or damage to a person's property, reputation, business or financial position.

Director means any person holding the position of a director of the Company and includes an alternate director and **Directors** means the directors for the time being of the Company or as the context permits such number of them as have authority to act for the Company.

GMA means Garnet International Resources Pty Ltd and its subsidiaries from time to time.

Officer has the meaning given to that term by section 9 of the Corporations Act.

Personnel means Officers, Senior Managers or employees of GMA.

Personal Work-Related Grievance means a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the individual personally and where the information disclosed:

- a) does not have significant implications for the entity to which it relates, or another entity, that does not relate to the discloser; and
- b) does not concern conduct, or alleged conduct, referred to in clause 1317AA(5)(c),(d),(e) or (f) of the Corporations Act.

Policy means this Whistleblower Policy.

Related Body Corporate has the meaning given to that term under the Corporations Act.

Report means a disclosure of conduct which there are reasonable grounds to suspect is Reportable Conduct under this Policy.

Reportable Conduct has the meaning given by clause 4 of this Policy.

Senior Manager means a person (other than an Officer of the Company) who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company or a Related Body Corporate, or who has the capacity to affect significantly the Company's or a Related Body Corporate's financial standing.

Whistleblower means a person who is eligible for protection as a Whistleblower under this policy or under the Australian Whistleblower Laws.

Schedule 1 - Contact details for Protected Disclosure Co-ordinators

Contact details for Protected Disclosure Coordinators within GMA.

Protected Disclosure Coordinators	Contact details
Chief Financial Officer	Email: grant.cox@gmagarnet.com Phone: +61 8 9287 3200
Executive General Manager People, Safety and Legal	michael.kirkpatrick@gmagarnet.com Phone: +61 8 9287 3205
Manager People Development and Legal	josephine.hart@gmagarnet.com Phone: +61 8 9287 3228

Schedule 2 – Commonwealth Laws (see clause 4)

- *The Corporations Act 2001;*
- *The ASIC Act 2001;*
- *The Banking Act 1959;*
- *The Financial Sector (Collection of Data) Act 2001;*
- *The Insurance Act 1973;*
- *The Life Insurance Act 1995;*
- *The National Consumer Credit Protection Act 2009;*
- *The Superannuation Industry (Supervision) Act 1993;*
- An instrument made under these Acts; or
- Any law of the Commonwealth where the Reportable Conduct constitutes an offence against that law and is punishable by imprisonment for a period of 12 months or more.