



## WHISTLEBLOWER POLICY

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## 1. PURPOSE

This document outlines the policy followed by Regis Resources Limited (the Company) to create and maintain an open working environment in which all employees, prospective employees, contractors, consultants and external stakeholders are able to raise concerns regarding actual or suspected misconduct, including unethical and unlawful conduct, without fear of reprisal.

## 2. APPLICATION OF POLICY

This policy applies to all officers and employees of the Company as well as any eligible whistleblower who has made a protected disclosure under the whistleblowing legislation as set out in section 3 below.

The policy is developed and implemented in accordance with the requirements of Part 9.4AAA of the *Corporations Act 2001* (Cth) (the Act).

## 3. WHISTLEBLOWER PROTECTIONS

A whistleblower is a person related to the Company who reports information that might show misconduct or other inappropriate activity that has occurred within the Company.

The Corporations Act provides protections for certain whistleblowers in certain circumstances, and the Company is committed to recognising and upholding those protections.

A person who falls in to one or more of the following categories may be eligible for whistleblower protection under the Corporations Act (eligible person):

- a past or present director or non-executive director;
- a past or present Company employee or an individual contractor supplying goods and services to the Company (regardless of whether they are paid for doing so) or the contractor's employee; and
- a relative, dependant or spouse of one of any of the above individuals.

If any eligible person knows of information and has reasonable grounds to suspect the information concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or a related body corporate, they will have legal protection under the Act and this policy if they disclose that information to:

- the Company's Whistleblower Protection Officers:
  - HR Manager; or
  - Company Secretary;
  - an officer of RRL;
  - a senior manager of RRL (as that term is used in the Act);
  - an auditor, or member of an audit team conducting an audit of RRL; or
  - an Actuary of RRL.

RRL strongly encourages its employees and others to raise their concerns directly with one of the Company's Whistleblower Protection Officers in the first instance.

A whistleblower may also make a protected disclosure to:

- Australian Securities and Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA);
- a legal practitioner to obtain advice or representation in relation to the whistleblowing provisions contained in the Act; and
- in limited circumstances, a journalist or member of Parliament. This would need to meet strict criteria set out under the Act to qualify for protection.

### **3.1. PROTECTION FROM DETRIMENTAL CONDUCT**

If a person makes a disclosure that qualifies for protection they will not be subject to any disciplinary or other detrimental action by the Company because they have made a protected disclosure. This includes (but is not limited to) protection from:

- termination of employment;
- disciplinary action;
- performance management;
- bullying or harassment; or
- unlawful discrimination.

The Company will ensure no person on its behalf victimises or threatens detrimental action against a person because of the disclosure.

In addition, a person who makes a protected disclosure is protected from civil and criminal liability with respect to that disclosure.

A person who participates in a whistleblower investigation may be entitled to seek compensation and other legal remedies if they suffer loss, damage or injury because of a disclosure and reasonable precautions were not taken to prevent the detrimental conduct from occurring.

### **3.2. PROTECTION OF THE IDENTITY OF THE WHISTLEBLOWER**

There is no requirement for a discloser to identify him or herself for a disclosure to qualify for protection.

Except in the circumstances specified below, the Company will not disclose the identity of the discloser or any information that is likely to lead to the identification of the discloser, unless the discloser agrees.

The circumstances in which the Company is authorised to disclose such information under the Act are where disclosure is made:

- to ASIC, APRA, Australian Federal Police or to a Commonwealth authority, or a state or territory authority, for the purpose of assisting the authority in the performance of its functions or duties; and/or

- to a lawyer to obtain legal advice or legal representation in relation to the operation of the whistleblowing provisions.

In some circumstances it may be necessary for the Company to request the consent to disclose the identity of the whistleblower for the purposes of the Company investigating a matter to which the qualifying disclosure relates. The whistleblower is under no obligation to consent but is encouraged to do so as it will enable the Company to fully investigate a protected disclosure and take appropriate action. If consent is not provided to the disclosure of identity, the Company will take all reasonable steps to reduce the risk of the whistleblower being identified over the course of the investigation and after the investigation is finalised.

### 3.3. WHAT SHOULD BE REPORTED

A qualifying disclosure relates to information that concerns misconduct, or an improper state of affairs or circumstances, in relation to the Company or a related body corporate. Reportable conduct may include where the Company, or any officer or employee of the Company, has or may have engaged in conduct that:

- constitutes an offence against the Act or the *Australian Securities and Investments Commission Act 2001* (ASIC Act);
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- represents a danger to the public or the financial system;
- policy constitutes dishonest, fraudulent or corrupt activity, including bribery;
- constitutes theft, drug distribution, sale or use, violence, assault, intimidation, criminal damage to property;
- is potentially damaging to the Company, its employees or a third party such as unsafe work practices, environmental damage, health risks or abuse of company property or resources;
- may cause the Company financial loss, damage its reputation or be otherwise detrimental to the Company's interests;
- causes, or threatens to cause, detriment to anyone because that person knows, believes or suspects that a report has been, or might be, made under this policy; or
- indicates any other misconduct or an improper state of affairs or circumstances in relation to the Company.

### 3.4. WHAT IS EXCLUDED FROM PROTECTION

A disclosure of information by an individual concerning a personal work-related grievance does not qualify for protection under the Act or this policy (except where the grievance also concerns allegations of victimisation, is about a breach of the Act or the ASIC Act, is an offence against any other Commonwealth law that is punishable by 12 months' imprisonment or more, represents a danger to the public or financial system or also has significant implications for the Company that do not relate to the individual).

In particular, a grievance about any matter in relation to the discloser's employment, or former employment, having (or tending to have) implications for the discloser personally will not qualify where it does not have significant implications for the Company.

Examples are:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; and
- a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

A disclosure of information by an individual qualifies for protection if the disclosure is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of these laws. A disclosure concerning a personal work-related grievance that is made to a legal practitioner may qualify for protection.

#### **4. INVESTIGATION OF DISCLOSURES**

The Company will investigate all disclosures made by a person under this policy, as is appropriate, as soon as reasonably practicable after the disclosure has been made. A Whistleblower Protection Officer may, appoint a Whistleblower Investigation Officer to investigate a report.

The investigation will be conducted independently of any person who is the subject of the disclosure. Where appropriate, such persons will be informed of the allegations and provided with the opportunity to respond.

While the particulars of the investigation process will be determined by the nature and substance of the disclosure, if the disclosure is not anonymous, a Whistleblower Protection Officer or investigator will contact the whistleblower as soon as practicable upon receipt of the disclosure to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.

Where appropriate, the Company will provide feedback to the whistleblower regarding the progress and/or outcome of the investigation.

Where a report is submitted anonymously, the Company will conduct the investigation based on the information provided.

Any findings of the investigation related to criminal activity will be reported to the police and/or regulators as considered appropriate.

#### **5. HOW TO MAKE A REPORT**

##### **5.1. WHO CAN THE WHISTLEBLOWER MAKE A REPORT TO?**

A whistleblower can make a report to either:

- a Whistleblower Protection Officer; or

- the people identified in clause 3.

As referred to above, where possible, we encourage all whistleblowers to make reports in the first instance to a Whistleblower Protection Officer. This will better facilitate the Company's investigation of the matter and protection of the whistleblower's identity and wellness.

Where any person other than a Whistleblower Protection Officer has received a report from a whistleblower, the Company requires that such persons:

- treat the report, to the extent possible, as if they were a Whistleblower Protection Officer; and
- with the whistleblower's consent, refer the report immediately to a Whistleblower Protection Officer for the report to be appropriately managed and investigated.

In such instances, to the extent possible, the reports will be treated as having been disclosed for the first time to the Whistleblower Protection Officer and that Whistleblower Protection Officer must treat it as such, so that the Whistleblower might have the benefit of the statutory protections under the Corporations Act and the Company will be better placed to support the Whistleblower.

## **5.2. INFORMATION TO INCLUDE IN THE REPORT**

For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation. For this reason, whistleblowers should provide as much information as possible about the alleged reportable conduct.

For example, information could include (but must not necessarily include):

- the date, time and location;
- the name(s) of person(s) involved and possible witnesses to the events;
- evidence of the events (e.g. documents, emails etc.); and
- steps the whistleblower or another person may have already taken to report the matter or to resolve the concern.

## **5.3. ADDITIONAL SUPPORT**

The Company recognises that making a disclosure as a whistleblower can be stressful. If a person who makes a disclosure is an employee of the Company, they may access confidential counselling through the Employee Assistance Program, Relationships Australia, and may also request additional support.

While the Company may not be able to provide the same level of counselling support to external whistleblowers, the Company will look at ways to provide support to the extent reasonably possible.

## **5.4. FALSE REPORTING**

Where it is shown that a person purporting to be a whistleblower has knowingly made a false report of wrongdoing, then that conduct itself will be considered a serious matter and that person may be subject to disciplinary action which may include dismissal, and for the benefit of clarity, no protections provided under this policy will apply.

## **6. TRAINING**

Training on this policy will be provided at least annually to all employees of the Company.

## **7. RECORD MANAGEMENT**

The Company will protect the confidentiality of a whistleblower's identity through secure record keeping. All files and records created from an investigation will be securely retained and access to information relating to a disclosure will be limited to those directly involved in investigating the disclosure.

## **8. RESPONSIBILITIES**

### **8.1. RISK, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE**

The Risk, Safety, Environment and Community Committee has oversight over this policy and will receive a summary of reports made under this policy on a periodic basis. The Committee will be informed of any material incidents raised under this policy.

### **8.2. WHISTLEBLOWER PROTECTION OFFICERS**

The role of a Whistleblower Protection Officer is to safeguard the interests of the whistleblower. The Whistleblower Protection Officer has direct, unfettered access to independent financial, legal and operations advisers as required, and a direct line of reporting to the Managing Director or any senior management team member, or Board Member as may be required.

The Whistleblower Protection Officer is responsible for appointing an investigator to inquire into the substance of the reports. On the basis of sufficient evidence in support of matters raised in a report, the Whistleblower Protection Officer determines whether to refer reports for further action, or refute these where necessary.

The Whistleblower Protection Officer is to ensure that the whistleblower is kept informed of the outcomes of the inquiry or investigation, subject to the considerations of privacy of those against whom the allegations are made.

## **9. REVIEW**

This policy will be periodically reviewed for effectiveness and to check whether any changes are required.

## **10. ACCESS TO POLICY**

It will be made available to all applicable persons internally on INX: InControl and InTuition, on the Company's website and may also be obtained from the Company's Whistleblower Protection Officers.