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1. Purpose

This Whistleblower Policy outlines when a disclosure may qualify for protection under the Whistleblower Protection Scheme in the Australian *Corporations Act 2001* (Cth) (“Whistleblower Protection Scheme”).

The purpose of this policy is to:

- (a) Encourage the disclosure of reportable conduct by Whistleblowers.
- (b) Set out who is entitled to protection as a Whistleblower.
- (c) Explain the protections Whistleblowers are entitled to.
- (d) Explain how to raise a whistleblower concern.
- (e) Set out how disclosures made by Whistleblowers will be handled by Heathgate.

2. Key Principles

- a) Heathgate Resources Pty Ltd (“Heathgate”) values and promotes a speaking up culture, where all Whistleblowers feel comfortable to raise matters that are of legitimate concern to them, including in relation to a potential breach of any legal or regulatory requirement or policy.
- b) Heathgate encourages individuals to speak up and feel safe in coming forward, without fear of retaliation. Heathgate does not allow any form of punishment, disciplinary or retaliatory action to be taken against anyone who discloses a matter or cooperates with an investigation.
- c) Nothing in this Policy prevents any individual from reporting what is reasonably believed to be a breach of the law to an appropriate Government authority or from seeking independent legal advice.

3. Applicability

This Whistleblower Policy applies in respect of disclosures that may qualify for protection under the Whistleblower Protection Scheme. This Policy must be considered in conjunction with any applicable legislation.

4. Definitions

In this policy:

4.1 ‘Detriment’ includes without limitation:

- (a) dismissal of an employee;
- (b) injury of an employee in his or her employment;
- (c) alteration of an employee’s position or duties to his or her disadvantage;
- (d) discrimination between an employee and other employees;
- (e) harassment or intimidation of a person;
- (f) harm or injury to a person, including psychological harm;
- (g) damage to a person’s property, reputation, business or financial position; or
- (h) any other damage to a person.

4.2 ‘Company’ means Heathgate, its subsidiaries and related bodies corporate.

4.3 ‘Qualifying Disclosure’ means a disclosure qualifying under section 1317AA of the *Corporations Act 2001* (Cth), as outlined by that section and summarised in paragraph 5.1 of this policy.

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5. Requirements for a Qualifying Disclosure

5.1 Qualifying Disclosures

A Qualifying Disclosure under the Whistleblower Protection Scheme is when a Whistleblower makes a disclosure to an Eligible Recipient (defined below at 5.3) and the Whistleblower has reasonable grounds to suspect that the information concerns a Disclosable Matter (defined below at 5.4).

5.2 Whistleblower – Who can raise a whistleblower concern?

A “Whistleblower” is any current or former:

- (a) officer (including a director) or employee of any Heathgate entity;
- (b) individual who supplied goods or services to any Heathgate entity;
- (c) employee of a person that supplies goods or services to any Heathgate entity;
- (d) individual who is an associate of any Heathgate entity; and
- (e) any individual who is a relative, spouse or dependant (or the dependant of a spouse) of any of the above persons.

5.3 Who is an Eligible Recipient?

An “Eligible Recipient” is:

- (a) any person authorised by Heathgate to receive disclosures that may qualify for protection under the Whistleblower Protection Scheme. Heathgate authorises the Chief HR Officer and the Chief Financial Officer to receive such disclosures;
- (b) any auditor (internal or external) or actuary of Heathgate; or
- (c) a senior manager or officer of Heathgate. Heathgate regards the President, Geology Manager, Chief Operations Officer, Chief HR Officer, Chief Financial Officer and Manager HSSE Regulatory & Compliance (Senior Management Team) as the senior managers of Heathgate.

5.4 What is a Disclosable Matter?

5.4.1 A “Disclosable Matter” under the Whistleblower Protection Scheme is information that:

- (a) concerns misconduct or an improper state of affairs or circumstances in relation to any entity within Heathgate; or
- (b) indicates that Heathgate or any related entity or one of its officers or employees has engaged in conduct that:
 - i. constitutes an offence against the Corporations Act 2001 (Cth), ASIC Act, Banking Act 1959, Financial Sector (Collection of Data) Act 2001, Insurance Act 1973, Life Insurance Act 1995, National Consumer Credit Protection Act 2009, Superannuation Industry (Supervision) Act 1993, and any instrument made under these Acts;
 - ii. constitutes an offence against other Commonwealth legislation that is punishable by imprisonment for 12 months or more; or
 - iii. represents a danger to the public or the financial system.

Examples of what may be a Disclosable Matter include a breach of any legal or regulatory requirement, or other Heathgate Policy, including, for example:

- (a) fraud;
- (b) negligence;

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- (c) breach of duty or trust;
- (d) default;
- (e) criminal offences;
- (f) failure to comply with any legal obligation;
- (g) unfair or unethical dealing with a customer, supplier or agent of Heathgate;
- (h) corrupt conduct;
- (i) modern slavery or human rights abuses;
- (j) risk to the health or safety of any person;
- (k) unethical conduct;
- (l) any deliberate concealment relating to the above.
- (m) taking or threatening to take detrimental action against a person who has made a disclosure or is suspected to have made or planning to make a disclosure.

5.4.2 As a general rule disclosures that concern personal work-related grievances do not qualify for protection under the Whistleblower Protection Scheme.

5.4.3 Examples of disclosures regarding personal work-related grievances that may not qualify for protection include:

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

5.4.4 Disclosures about personal-work related grievances that do not qualify for protection under the Whistleblower Protection Scheme will generally be dealt with under Heathgate's Grievances and Complaints Procedure (HRES-PRO-006) and not as Disclosable Matters.

A personal work-related grievance may however qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the entity has breached employment or other laws 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;
- (c) the discloser suffers from or is threatened with detriment for making a disclosure; or
- (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

5.5 Making a disclosure – How to raise a whistleblower concern

5.5.1 Disclosures can be made to any Eligible Recipient (refer section 5.3).

5.5.2 Disclosures can also be made to Heathgate's whistleblowing service "Your Call". Your Call is an external, independent specialist service that provides confidential reporting of Whistleblower concerns related to this Policy. Reporting to Your Call also enables the report

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to be made anonymously if the discloser chooses to do so. Disclosures made anonymously are protected under the Corporations Act.

A report can be made to Your Call:

- (a) On-line <https://secured1.yourcall.com.au/> , company identifier **HGR25**
- (b) By phone using Your Call's reporting hotline 1300 790 228 (9am-12am AEST on business days).

Your Call will provide the Disclosure Officers - Chief HR Officer and Chief Financial Officer, a copy of the report and any relevant documents provided. If the report relates to one of the Disclosure Officers, Your Call will exclude that person from all communications. Your Call remains the intermediary at all times, receiving and forwarding communications between the relevant parties.

A discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. It is recommended that in these circumstances, the discloser who wishes to remain anonymous should maintain ongoing two-way communication with Your Call, so that follow-up questions can be asked or feedback provided.

5.6 Investigation of a Disclosable Matter

- 5.6.1 Upon receipt of a Qualifying Disclosure, the Chief HR Officer and/or Chief Financial Officer is responsible for ensuring that the matter is investigated as appropriate. (If the Qualifying Disclosure pertains primarily to the Chief HR Officer or they have a conflict of interest, the investigation will be overseen by the Chief Financial Officer and/or President, as appropriate). This includes:
 - (a) deciding on the need for an investigation;
 - (b) assessing whether the matter is a Qualifying Disclosure or should be reported under a different policy;
 - (c) appointing an Investigation Officer (this may need an external appointment where appropriate); and
 - (d) receiving timely updates as to the progress and completion of investigations.
- 5.6.2 The investigator may need to contact the Discloser for further information for the investigation. Records of the reports and investigation will be securely retained. Any individuals alleged to have committed misconduct will be given the opportunity to respond to the allegations before any adverse findings are made and before any disciplinary action (if appropriate) is taken.
- 5.6.3 An investigation will generally involve making inquiries and collecting evidence for the purpose of assessing whether the Qualifying Disclosure can be substantiated.
- 5.6.4 Heathgate employees about whom disclosures are made will generally be given an opportunity to respond to the relevant allegations made in the Qualifying Disclosure.

6. Protections

6.1 Immunities

- 6.1.1 A Whistleblower will not be subject to criminal, civil or administrative liability (including disciplinary action) by Heathgate for making a Qualifying Disclosure.

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- 6.1.2 No contractual or other remedy or right may be enforced or exercised against the Whistleblower on the basis of the Qualifying Disclosure.
- 6.1.3 Whistleblowers who make some types of Qualifying Disclosures are also provided immunities to ensure that information they disclose is not admissible in evidence against them in criminal proceedings or in proceedings for the imposition of a penalty, other than proceedings in respect of the falsity of the information.
- 6.1.4 Except as provided for by 6.1.3, the fact that someone has made a Qualifying Disclosure does not prevent them from being subject to any civil, criminal or administrative liability for conduct of the person revealed by the disclosure.

6.2 Confidentiality

- 6.2.1 Under the Whistleblower Protection Scheme, Whistleblowers making a Qualifying Disclosure are protected by the requirement that their identity, and information that may lead to their identification, must be kept confidential, and subject to relevant exceptions outlined below.
- 6.2.2 The Whistleblower’s identity and information which is likely to lead to the identification of the discloser can also be provided to any Commonwealth or State authority for the purpose of assisting the authority in the performance of its functions or duties. This includes, but is not limited to, ASIC, APRA, a member of the Australian Federal Police, a legal practitioner (for the purpose of obtaining legal advice or legal representation about the whistleblower provisions in the Corporations Act), a person or body prescribed by regulations; or with the consent of the discloser.
- 6.2.3 It is also permissible to disclose information which could lead to the identification of the discloser if the disclosure is reasonably necessary for the purpose of investigating the matter, if all reasonable steps are taken to reduce the risk that the discloser will be identified as a result of the information being disclosed.
- 6.2.4 Breach of these confidentiality protections regarding the discloser’s identity and information likely to lead to the identification of the discloser is a criminal offence and may be the subject of criminal, civil and disciplinary proceedings.
- 6.2.5 The Eligible Recipient and any appointed Investigation Officer must ensure that all relevant files and documents are kept secure.
- 6.2.6 Whistleblowers are protected under the Whistleblower Protection Scheme from victimisation and suffering any Detriment by reason of the Qualifying Disclosure. It is unlawful for a person to engage in conduct against another person that causes, or will cause Detriment in circumstances where the person believes or suspects that the other person or any other person made, may have made, proposes to make or could make a Qualifying Disclosure.
- 6.2.7 Threats of Detriment are also unlawful.
- 6.2.8 Employees of Heathgate found to have engaged in detrimental conduct on this basis will be subject to disciplinary action. Any person that engages in detrimental conduct may also be subject to civil and criminal liability (including imprisonment) under the Whistleblower Protection Scheme.
- 6.2.9 If any person becomes aware of detrimental conduct occurring, they should report this to the Chief HR Officer, or the Chief Financial Officer or to “Your Call”.

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7. Roles and Responsibilities Employees of Heathgate and Whistleblowers

If a Whistleblower becomes concerned about possible illegal, unethical or otherwise improper conduct that they think is not being properly handled within Heathgate, it is critical that they take steps to advise Heathgate through this Whistleblower Policy.

7.1 Whistleblower Protection Officer (WPO)

The WPO is responsible for taking, where practicable, whatever reasonable action is required to ensure that the Whistleblower is protected from detriment. This will be the Chief HR Officer or, if the Qualifying Disclosure pertains primarily to the Chief HR Officer, the investigation will be overseen by the Chief Financial Officer.

7.2 Investigation Officer

The Investigation Officer has responsibility for conducting an investigation into a qualifying disclosure received from a Whistleblower. The Investigation Officer will not be the same person as the WPO.

7.3 Interpretation of this Policy

Any questions in relation to the interpretation of the Whistleblower Policy documents should be forwarded to the Chief HR Officer.

8. Support for Whistleblowers

Raising a Whistleblower concern can be stressful and difficult. Whistleblowers are encouraged to access the services of the Employee Assistance Program, a free and confidential counselling service available to all employees of Heathgate at any time.

Access Programs

Free call 1300 66 77 00

[Members Only Area - ACCESS Programs \(accesssa.com.au\)](https://accesssa.com.au)

Username: **Heathgate_Resources**

Password: **Access_215000**

9. Compliance Breaches

9.1 A breach of the protections provided under the Whistleblower Protection Scheme will be treated as a serious disciplinary matter.

9.2 False reports can have significant effects on the reputations of Heathgate employees and would also cause considerable waste of time and effort. Accordingly, any deliberately false disclosures under the Whistleblower Policy will be treated as a serious disciplinary matter.

10. Administration

10.1 Training

Heathgate are committed to ongoing education and training for all employees regarding this Whistleblower policy, including training Managers in how to effectively deal with disclosures.

10.2 Review and Updates

The Policy owner (Chief HR Officer) will review and update this Policy document as required to maintain legal compliance.

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10.3 Related Policy Documents

Code of Conduct, Counselling & Disciplinary policy, Termination of Employment Policy, Grievances & Complaints Procedure, Modern Slavery Policy.

10.4 Published

This policy is published on Heathgate's website and intranet.

10.5 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 Heathgate. This Policy may be varied by Heathgate from time to time.

Approved by:

Signature  Date 27 November 2023
Name Patricia Harris - Chief HR Officer President or delegated Senior Manager

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