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WHISTLEBLOWER POLICY

EQ RESOURCES LIMITED
ACN 115 009 106

eqresources.com.au

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1. BACKGROUND

1.1. EQ Resources Limited (the "**Company", "we", "our", "us"**) is committed to conducting all of its business activities fairly, honestly with integrity, and in compliance with all applicable laws, rules and regulations.

1.2. Our board of directors (the "**Board"**), management and employees are aligned with our key values which includes *"Lead with Integrity: Have the courage to do the right thing. Be accountable"*.

1.3. The Company has adopted this Whistleblower Policy ("**Policy**") to:

(a) encourage and support people to feel confident to speak up safely and securely if they become aware of wrong-doing or illegal or improper conduct within the Company;

(b) provide information and guidance on how to report such conduct, how reports will be handled and investigated in a timely manner and the support and protections available if a report is made;

(c) set out the responsibilities of the Company and its management in upholding the Company's commitment to reporting any illegal, unethical, or improper conduct; and

(d) promote ethical behaviour and a culture of speaking up to deter wrong-doing.

1.4. Whistleblowing can play a critical role in the early detection and prosecution of misconduct in businesses and how it can improve compliance with the law and promote an ethical culture because of the higher likelihood of misconduct being reported.

1.5. This Whistleblower Policy is in compliance with the ASX Corporate Governance Principles and Recommendations as well as industry standards and the Company's legal and regulatory obligations.

2. DEFINITIONS

In this Whistleblower Policy, the following words or phrases mean the following:

AFP	Australian Federal Police.
APRA	Australian Prudential Regulation Authority.
ASIC	Australian Securities and Investments Commission.
Commissioner	Commissioner of Taxation.
Corporations Act	Corporations Act 2001 (Cth).
Discloser(s)	a person disclosing a Reportable Matter under this Whistleblower Policy and includes an individual who is, or has been, one of the following in relation to the entity: (a) an officer or employee of the Company (and includes current and former employees who are permanent, part-time, fixed term or temporary, interns, secondees, managers and directors); (b) a supplier of services or goods to the entity (whether paid or unpaid), including their employees (and includes current and former contractors, consultants, service providers and business partners);

(c) an associate of the Company, or

(d) a relative or dependent of one of the above (or of their spouse).

Personnel	all persons (whether authorised or unauthorised) acting on behalf of the Company at all levels, including officers, directors, temporary staff, contractors, consultants and employees of the Company, as the context requires.
Eligible Recipient	has the meaning set out in clause 6.2.
Reportable Matter	has the meaning set out in clause 6.
Taxation Act	means the Taxation Administration Act 1953 (Cth).
Treasury Laws	Treasury Laws amendment (Enhancing Whistleblower Protections) Act 2019 (Cth)

3. APPLICATION

3.1. This Whistleblower Policy applies to and includes, but may not be limited to,

(a) all Company Personnel (former and current);

(b) all Company suppliers and contractors (former and current);

(c) all Eligible Whistleblowers as defined under this Policy and the laws; or

(d) all Eligible Recipients as defined under this Policy and the laws.

3.2. 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.

3.3. The Company may, from time to time, provide country-specific directions for subsidiaries operating in countries outside Australia.

3.4. In this Policy, references to the Company includes references to the Company and any of its subsidiaries, and in the absence of any applicable policy, any connected entities.

3.5. Disclosures relating to personal, work-related grievances (such as a disagreement between you and another employee or a decision about your promotion) generally fall outside the scope of this Policy.

3.6. This Policy should be read in conjunction with the Company's code of conduct policy.

3.7. To the extent that there is any inconsistency between this Policy and the Company's Constitution, the Constitution will prevail to the extent of that inconsistency.

4. COMPLIANCE AND TRAINING

4.1. All Personnel will undergo regular training on this Policy's requirements, including their rights and obligations prescribed under this Policy.

4.2. All Personnel will be provided a copy of the Policy as part of the employee onboarding exercise and as and when there has been a change to this Policy. All Personnel will need to acknowledge that they have read and understood the Policy as required by the Company.

4.3. The Eligible Recipient and any other Company personnel who may receive a whistleblower report, will undergo regular training on how to respond to receipt of a whistleblower reports.

4.4. A copy of this Whistleblower Policy will be made available on the Company's website and intranet and in such other ways as will ensure the Whistleblower Policy is available to those wishing to use it.

5. CONSEQUENCES OF BREACHING THIS WHISTLEBLOWER POLICY

5.1. A breach of this Whistleblower Policy may expose Personnel and the Company to damage, including but not limited to criminal and/or civil penalties, substantial fines, loss of business and reputational damage.

5.2. A breach of this Policy by Personnel will be regarded as a serious misconduct, leading to disciplinary action which may include termination of employment.

6. REPORTABLE MATTERS

1.1. Personnel are encouraged to speak up and report Reportable Matters under this Policy to an Eligible Recipient.

1.2. A Reportable Matters also involves information that indicates the Company (including Personnel) has engaged in conduct that:

(a) constitutes an offence against, or a contravention of, a provision of any of the following (but not limited to):

- Corporations Act 2001 (Cth)
- Australian Securities and Investment Commissions Act 2001 (Cth)
- Banking Act 1959 (Cth)
- Financial Sector (Collection of Data) Act 2001 (Cth)
- Insurance Act 1973 (Cth)
- Life Insurance Act 1995 (Cth)
- National Consumer Credit Protection Act 2009 (Cth)
- Superannuation Industry (Supervision) Act 1993 (Cth)

(b) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or

(c) represents a danger to the public or the financial system.

1.3. The following are examples of Reportable Matters that might relate specifically to the Company's business operations and practices:

What are Reportable Matters?	
Reportable Matters involve any actual or suspected misconduct or an improper state of affairs in relation to the Company or a related body corporate or an officer or employee of the Company. You must have reasonable grounds for reporting such conduct, but you should speak up even if you are unsure if	Reportable Matters may or may not include a breach of law or information that indicates a danger to the public or to the financial system. **Examples** of Reportable Matters include, but are not limited to, conduct which: (a) is dishonest, fraudulent, corrupt or involves bribery or any other activity in breach of the

What are Reportable Matters?	
something is a Reportable Matter.	Company's **Anti-Bribery and Corruption Policy**; (b) is illegal (such as theft, dealing in or use of illicit drugs, violence or threatened violence and criminal damage to property) or involves criminal conduct or other breaches of law or regulatory requirements; (c) is unethical or breaches any of the Company's policies, charters or Code of Conduct; (d) is potentially harmful or damaging to the Company, an employee or person, such as unsafe work practices, environmental damage or substantial wasting of Company resources; (e) concerns misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Company or an associate of the Company; (f) may cause financial loss or damage in any way to the Company's reputation or be otherwise detrimental to the Company's interest; (g) involves actual or threatened harassment, discrimination, victimization or bullying, or any other type of detrimental action (other than disclosures that solely relate to personal work-related grievances as defined in the Corporations Act); or (h) amounts to an abuse of authority.
Reportable Matters do not generally include personal work-related grievances. Personnel can discuss personal work-related grievances with their manager or the CEO. Alternatively, Personnel may wish to seek legal advice about their rights and protections under employment law and ways to resolve personal work— related grievances. However, in some cases, these grievances may qualify for legal protection.	Personal work-related grievances are those that relate to current or former employment and have, or tend to have, implications for the Discloser personally but do not have any other significant implications for the Company (or any other entity) or do not relate to conduct or alleged conduct, about a Reportable Matter. **Examples** of personal work-related grievances include an interpersonal conflict between the Discloser and another employee and a decision: (a) that does not involve a breach of workplace laws; (b) concerning the engagement, transfer or promotion of the Discloser. (c) concerning the terms and conditions of engagement of the Discloser; or to suspend or terminate the engagement of the Discloser, or otherwise to discipline the Discloser.

7. ELIGIBLE RECIPIENT

7.1. Disclosures of information that may amount to a Disclosable Matter under this Policy and applicable laws can be made to an **'Eligible Recipient'**.

(a) A discloser of information must make a disclosure of Reportable Matters directly to any of the following internal Eligible Recipients to qualify for protection as a Discloser:

(i) to a Whistleblower Protection Officer (as listed below);

(ii) to the relevant supervisor, senior manager or officer in the Company;

(iii) any member of the Board; or

(iv) the Company Secretary.

7.2. The Company recognises that there may be issues of sensitivity whereby a Discloser does not feel comfortable to make a report to an internal Eligible Recipient. In such cases, the Discloser may feel more comfortable making an anonymous disclosure or an external Eligible Recipient.

7.3. Nothing in this Policy (including anonymous reporting) should be taken in any way as restricting someone from reporting any matter or providing any information to a regulator (such as ASIC, the APRA, ATO, Commissioner), the Company's auditor or a member of the audit team, a lawyer (to obtain advice or representation) or any other person or another Commonwealth body prescribed by regulation and still qualify for protection as a Discloser under the applicable laws. Information in relation to whistleblowing is available from such regulators and can generally be downloaded on their website.

7.4. Disclosures of information to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected (even in the event that the legal practitioner concludes that the disclosure of information does not relate to a Disclosable Matter).

8. ANONYMOUS DISCLOSURE

8.1. A disclosure can be made anonymously and still be protected.

8.2. The Company appreciates that speaking up can be difficult. Reports can also be made anonymously or using a pseudonym and still be protected. A Discloser can refuse to answer questions that could reveal their identity.

8.3. While reports can be made anonymously, it may affect the ability to investigate the matter properly and to communicate with the Discloser about the report. Anonymous Disclosers should therefore attempt to maintain two-way communication as far as possible, so that the Company can ask follow-up questions or provide feedback.

9. INFORMATION TO INCLUDE IN THE REPORT

9.1. As much information should be included in the report as possible including details of the Reportable Matter, people involved, dates, locations and whether more evidence may exist.

9.2. Disclosers will be expected to have reasonable grounds to believe the information being disclosed is true (which will be based on the objective reasonableness of the reasons for the Discloser's suspicions) but the Discloser will not be penalized and may still qualify for protection if the information turns out to be incorrect should they have such reasonable grounds. However, any deliberate false reporting will not qualify for protection under this Whistleblower Policy and will be treated as a serious matter and may be subject to disciplinary action.

10. WHISTLEBLOWER PROTECTION OFFICER

10.1. The Board may appoint a Whistleblower Protection Officer who will be responsible for:

(a) protecting Disclosers and applying this Policy ;

(b) monitoring the effectiveness of relevant policies and reporting to the Board accordingly; and

(c) ensuring compliance with whistleblower training and programs.

10.2. Personnel who are unsure about how this Policy works, what is covered by this Policy or how a disclosure may be handled are encouraged to speak with the Whistleblower Protection Officer in the first instance.

10.3. The Company's Whistleblower Protection Officer(s) and contact details are listed below:

Company Secretary	Phone:	+61 (3) 9692 7222
	Email:	tai.phan@vistra.com
	Address:	Level 4, 96-100 Albert Road, South Melbourne, Victoria 3205

11. PUBLIC INTEREST DISCLOSURE / EMERGENCY DISCLOSURE

11.1. **Public Interest Disclosure** means a disclosure of information to a journalist or a parliamentarian, where:

(a) at least 90 days have passed since the Discloser made the disclosure to ASIC, APRA or another Australian Commonwealth body prescribed by regulation;

(b) the Discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;

(c) the Discloser has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and

(d) before making the public interest disclosure, the Discloser has given written notice to the body referred to under clause 11.1(a) and that notice includes sufficient information to identify the previous disclosure and states that the Discloser intends to make a public interest disclosure.

11.2. **Emergency Disclosure** is the disclosure of information to a journalist or parliamentarian where:

(a) the Discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;

(b) the Discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment;

(c) before making the emergency disclosure, the Discloser has given written notice to the body referred to under clause 11.2(a) and that notice includes sufficient information to identify the previous disclosure and states that the Discloser intends to make an emergency disclosure; and

(d) the extent of the information disclosed in the emergency disclosure is not greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

11.3. A Discloser should contact an independent legal adviser before making a Public Interest Disclosure or an Emergency Disclosure.

11.4. A disclosure of information will remain a Disclosable Matter where the Discloser makes a Public Interest Disclosure or an Emergency Disclosure.

12. HANDLING AND INVESTIGATING A DISLCOSURE.

HANDLING A DISCLOSURE

12.1. The Company will consider all disclosures of information made under this Policy as soon as possible upon receipt of the disclosure of information by the Eligible Recipient.

12.2. Once it is established that an investigation is warranted, the Eligible Recipient is responsible for determining the management of an investigation into a disclosure of information, and will consider:

(a) the nature and scope required for the investigation;

(b) the person(s) within and/or outside the Company that should lead the investigation;

(c) the nature of any technical, financial or legal advice that may be required to support the investigation; and

(d) the timeframe for the investigation.

INVESTIGATION OF A DISCLOSURE

12.3. An appropriate investigator (or investigators) may be appointed to investigate any reports made under this Policy. An investigator will be independent of the Discloser and individuals who are the subject of the disclosure and the department or business unit involved. Possible investigators include:

(a) the Whistleblower Protection Officer;

(b) a relevant supervisor, senior manager or officer in the Company;

(c) any member of the Board; or

(d) the Company Secretary.

12.4. The Company will conduct the investigation of a disclosure in a timely and efficient manner, noting that the length of time of any such investigation will take may vary depending on the nature of the disclosure of information. The Company may seek independent advice as necessary.

12.5. The Company will conduct the investigation of a disclosure of information in a thorough, objective and impartial manner.

12.6. Where a Reportable Matter relates to the managing director/chief executive officer, the Whistleblower Protection Officer or a director of the Company, the matter will be referred directly to the Chair of the Board or another appropriate person.

12.7. The Discloser may be asked for further information, will be given regular and appropriate updates in the circumstances and will be advised of any outcomes from the investigation (subject to considerations of privacy and confidentiality). Any updates or outcomes will be advised by reasonable means.

OUTCOME OF INVESTIGATION AND REPORTING

12.8. At the end of the investigation, the relevant investigating officer will report their findings to the Chair of the Board who will determine the appropriate response.

12.9. This may include rectifying any unacceptable conduct and taking any action required to prevent future occurrences of the same or similar conduct as well as disciplinary action if necessary. The identity of the Discloser will be redacted from any written investigation reports unless they have consented to disclosure of their identity.

12.10. Whilst the Company intends to provide the Eligible Whistleblower a summary of the outcome of the investigation, there may be circumstances where it may not be appropriate to do so.

12.11. The Discloser may lodge a complaint with a regulator if they are not happy with an outcome of the investigation or if they consider that this Whistleblower Policy has not been adhered to adequately.

13. SUPPORT AND PROTECTIONS

IDENTITY PROTECTION (CONFIDENTIALITY) FOR DISCLOSERS

13.1. The identity of and information likely to lead to the identification of a Discloser will be kept confidential, however a disclosure can be made:

(a) if the Discloser consents;

(b) to ASIC, APRA, the Commissioner or a member of the AFP;

(c) to a lawyer for the purpose of obtaining legal advice or representation; or

(d) if the disclosure is allowed or required by law.

13.2. It is unlawful for any person to identify a Disclosure or disclose information that is likely to lead to the identification of the Discloser outside the exceptions listed above.

13.3. During the course of an investigation, the Company will take reasonable steps to reduce the risk of disclosing information that could identify the Discloser (including redacting all personal information or references to the Discloser, restricting the number of people involved in handling and investigating the disclosure and ensuring secure and confidential email communication in relation to the investigation), taking into account the practical risks that people may be able to guess the Discloser's identity if:

(a) the Discloser has mentioned their intention to make a disclosure;

(b) the Discloser is one of a very small number of people with access to the information; or

(c) the disclosure relates to information that a Discloser has previously been told privately and in confidence.

13.4. Unauthorised disclosure of:

(a) the identity of a Discloser who has made a report of a Reportable Matter; or

(b) information from which the identity of the Discloser could be inferred,

may be an offence under Australian laws and will be regarded as a disciplinary matter to be dealt with in accordance with the Company's disciplinary procedures.

10.1. If the Discloser become aware of a breach of confidentiality, they can lodge a complaint directly with a Whistleblower Protection Officer or any of the Eligible Recipients. The Eligible Whistleblower may also lodge a complaint with ASIC, APRA or the ATO for investigation.

PROTECTION FROM DETRIMENT FOR DISCLOSERS

13.5. A Discloser who makes a report under this Whistleblower Policy shall not suffer detriment (either actual or threatened). Examples of actual or threatened detriment include:

(a) harassment, intimidation, victimization, bias or discrimination;

(b) dismissal of an employee or varying an employee's position or duties;

(c) causing physical or psychological harm or injury; or

(d) damage to a person's property, reputation, business or financial position or any other damage.

13.6. Certain actions will not constitute detrimental conduct such as:

(a) administrative action that is reasonable for the purpose of protecting a Discloser from detriment (for example, moving a Discloser who has made a disclosure about their immediate work area to another area to prevent them from detriment); or

(b) managing a Discloser's unsatisfactory work performance, if the action is in line with the Company's performance management framework.

13.7. The Company will take all steps to protect Disclosers from any form of detrimental treatment and may ensure that a risk assessment is carried out to determine the risk of detriment.

13.8. Anyone who retaliates against someone who has reported a possible violation may be subject to discipline by the Company or penalties under the Corporations Act, Taxation Act or other Australian law.

13.9. Anyone who is subjected to detriment as a result of making a report under this Whistleblower Policy should report it in accordance with this Policy.

13.10. A Discloser (or any other employee or person) can seek compensation or other remedies through the courts if:

(a) they suffer loss, damage or injury because of a disclosure; and

(b) the Company failed to prevent a person from causing the detriment.

13.11. A Discloser may seek independent legal advice or contact a regulatory body if they believe they have suffered detriment.

OTHER PROTECTIONS AVAILABLE TO DISCLOSERS

13.12. Additional protections will be offered by the Company depending on the Reportable Matter and the people involved. Protections may include but are not limited to:

(a) monitoring and managing behaviour of other Personnel;

(b) offering support services (including counselling or other professional or legal services);

(c) implementing strategies to help minimize and manage stress; time or performance impacts; or other challenges resulting from the disclosure or the investigation;

(d) where practicable, relocating employees to a different group or office or to another role or making modifications to the Personnel‘s workplace or the way they perform their duties;

(e) offering a leave of absence or flexible workplace arrangements during the course of an investigation; or

(f) rectifying any detriment suffered.

13.13. In addition, current and former employees may also request additional support from the Whistleblower Protection Officer if required.

13.14. Whilst the Company will endeavour to support all Disclosers, it will not be able to provide the same sort of practical support to each Discloser. Therefore, the processes in this Whistleblower Policy will be adapted and applied to the extent reasonably possible.

FAIR TREATMENT OF THOSE MENTIONED IN A DISCLOSURE

13.15. The Company will ensure fair treatment of officers and employees of the Company who are mentioned in any disclosure, and to whom any disclosures relate.

13.16. The disclosure will be handled confidentially and will be assessed and may be subject to investigation.

13.17. If an investigation is required, it will be conducted in an objective, fair and independent manner. Such employees will be advised of the subject matter of the disclosure at the appropriate time and as required by law and will be advised of the outcome of the investigation. An employee who is the subject of a disclosure may contact the Company‘s support services.

FILES AND RECORDS

13.18. The Company will ensure that any records relating to any reports made under this Whistleblower Policy are stored securely and only accessed by authorised personnel directly involved in managing and investigating the report. All those involved in handling and investigating reports will be reminded about confidentiality requirements including that an unauthorised disclosure of a Discloser‘s identity may be a criminal offence.

SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT AND AUSTRALIAN LAWS

13.19. Whilst this Whistleblower Policy deals with internal disclosures of information, additional legal protections are available for certain Disclosers under the Corporations Act and the Australian Laws provided the disclosure is about a —disclosable matter" or —tax affair" as defined under such legislation and certain conditions are met.

13.20. Disclosures that are not about —disclosable matters" or —tax affairs" will not qualify for protection under the Corporations Act or Taxation Act. For more information, see the information available on the ASIC website and the ATO website.

13.21. A Discloser is protected from any of the following in relation to his or her disclosure, but this does not necessarily mean that he or she will be granted immunity for any misconduct they have engaged in that is revealed in their disclosure:

(a) civil liability (for example, any legal action against the Discloser for breach of an employment contract, duty of confidentiality or another contractual obligation);

(b) criminal liability (for example, 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)); and

(c) administrative liability (for example, disciplinary action for making the disclosure).

13.22. The protections in this Policy does not grant immunity for any misconduct a Discloser has engaged in that is revealed in their disclosure of information.

14. MONITORING AND REVIEW

14.1 Material incidences reported under this Whistleblower Policy will be reported to the Board or the Audit and Risk Committee.

14.2 The Board, in conjunction with the Whistleblower Protection Officer, will monitor the content, effectiveness and implementation of this Whistleblower Policy at least once every 2 years.

14.3 There may also be independent reviews taken from time to time. Any material findings, updates or improvements identified will be addressed as soon as possible and circulated to all officers and employees.

14.4 Internal control systems and procedures will be audited regularly to ensure that they are effective in minimising the risk of non-compliance with this Whistleblower Policy.

15. DOCUMENT INFORMATION

Policy Status:	**Adoption**	30 January 2021
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Endorsement Body:	EQ Resources Board	
Approval Body:	EQ Resources Board	
Maintained by:	Company Secretary	