



Whistleblower Policy

Adopted Jan 2020

1. PURPOSE

Admiralty Resources NL (ADY) is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

ADY encourages the reporting of any instances of suspected unethical, illegal, fraudulent, or undesirable conduct involving ADY's businesses, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

2. WHAT IS REPORTABLE CONDUCT?

You may make a report under this policy if you believe that a ADY director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with ADY has engaged in conduct (**Reportable Conduct**) which:

- is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of ADY's policies;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of ADY's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching ADY's other policies or procedures);
- is potentially damaging to ADY, a ADY employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of ADY property or resources;
- amounts to an abuse of authority;
- may cause financial loss to ADY or damage its reputation or be otherwise detrimental to ADY's interests;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

See also Annexure A which describes the special protections available to whistleblowers who disclose conduct which may breach the Corporations Act.

3. WHO CAN I MAKE A REPORT TO?

ADY has several channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct.

You may raise the matter with your immediate supervisor, manager or another senior supervisor within your division/business unit.

A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive within the division/business unit, in accordance with the protocols regarding confidentiality set out in paragraph 5 below.

ADY's employees or contractors working within a ADY team may also report directly to a Protected Disclosure Officer, as outlined below.

Any person may make a report to any of the following Protected Disclosure Officers:

Jarrod White – Company Secretary

e: jarrod@taccountants.com.au p: +61 2 8296 0000

Jian Barclay – Director

e: jian@ady.com.au p: +61 2 8296 0000

Reports may also be made by post to the Company's registered office (marked to the attention of one of the Protected Disclosure Officers referred to above).

4. ADY's INVESTIGATION OF REPORTABLE CONDUCT

ADY will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may, with the whistleblower's consent, appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, ADY will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

5. PROTECTION OF WHISTLEBLOWERS

ADY is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

(a) Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, ADY will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent.

Any disclosure that you consent to will be disclosed on a strictly confidential basis. However, the Protected Disclosure Officer is able to disclose the complaint without your consent to ASIC, APRA or the Australian Federal Police.

(b) Protection of files and records

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

Whistleblowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under ADY's disciplinary procedures.

(c) Fairness

An ADY employee or contractor who is subjected to detrimental treatment as a result of making a report in good faith under this policy should inform a senior supervisor within their division/business unit immediately. If the matter is not remedied, it should be raised in accordance with paragraph 3 of this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

The Corporations Act 2001 (Cth) also gives special protection to disclosures about breaches of that Act, as long as certain conditions are met – refer to Annexure A for further details.

6. DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT

It is expected that employees of ADY who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

7. GROUP REPORTING PROCEDURES

Protected Disclosure Officers (as appropriate) will report to the board on the number and type of whistleblower incident reports annually, to enable ADY to address any issues at a divisional/business unit and/or Group level.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy.

The Audit and Risk Committee will receive copies of all whistleblower reports. In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Company.

8. AMENDMENT OF THIS POLICY

This policy cannot be amended without approval from the ADY Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of ADY.



ADMIRALTY RESOURCES

Annexure A – Special protections under the Corporations Act

The Corporations Act gives special protection to disclosures about potential breaches of the Corporations Act where the following conditions are satisfied:

1. the whistleblower is an officer or employee of an ADY Group company, or a person or company who has a contract for the supply of goods and services with an ADY Group company (a 'contractor') or an employee of such a contractor; and
2. the report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of an ADY Group company concerned;
 - ADY's external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (ASIC);
3. the whistleblower gives their name before making the report (i.e. the report is not anonymous); and
4. the report is made in good faith, and the whistleblower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by a ADY Group company or any of its officers or employees.

The protections given by the Corporations Act when these conditions are met are:

- the whistleblower cannot be subject to legal liability for making the report;
- anyone who victimises or threatens the whistleblower is guilty of an offence and may be liable for damages; and
- the person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the whistleblower's consent, to anyone except ASIC or the Australian Federal Police.

Examples of conduct which may amount to a breach of the Corporations Act include:

- insider trading;
- insolvent trading;
- breach of the continuous disclosure rules;
- failure to keep accurate financial records;
- falsification of accounts;
- failure of a director or other officer of the Group to act with the care and diligence that a reasonable person would exercise, or to act in good faith in the best interests of the corporation;
- failure of a director to give notice of any material personal interest in a matter relating to the affairs of the company.