

## WHISTLEBLOWER POLICY

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### OBJECTIVE

Leigh Creek Energy Limited (**the Company**) is committed to the highest standards of conduct and to fostering an honest and ethical organisational culture. This Whistleblower Policy (**Policy**) is an integral part of the Company’s risk management and corporate governance framework and ensures that an individual who makes a **Protected Disclosure** in relation to the Company is provided with a safe and secure means to report improper conduct confidentially and without fear of **Detriment**.

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### POLICY APPLICATION

This Policy applies to all **Employees** and officers of the Company, and any Eligible Whistleblowers who make a Protected Disclosure. Compliance with this Policy is mandatory.

This Policy is intended to assist the Company to build a Whistleblower protection framework consistent with legislated Whistleblower protections.

This Policy sets out how the Company will receive Whistleblower reports that are Protected Disclosures, consistent with requirements under the *Corporations Act 2001* (Cth) (**Corporations Act**), from **Eligible Recipients** and how the Company will act on such disclosures.

The Company commits to supporting **Eligible Whistleblowers** throughout the process of making a Protected Disclosure, and any subsequent investigation, and to protecting them from Detriment.

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### POLICY MONITORING

Compliance with this Policy will be monitored on an ongoing basis. Any breaches will be reported to the Managing Director (and Board as applicable) to determine the appropriate action in response. The Board will be advised of Protected Disclosures made and action taken in conjunction with the annual review of this Policy.

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### PROTECTED DISCLOSURES

A Protected Disclosure means a report or disclosure that qualifies for protection under Whistleblower legislation and this Policy.

A Protected Disclosure is a disclosure of information by a **Discloser** (who is an Eligible Whistleblower) to an Eligible Recipient, where that Discloser has reasonable grounds to suspect that the information disclosed concerns a **Disclosable Matter**.

An Eligible Whistleblower who makes a Protected Disclosure is entitled to protection under the Corporations Act. These protections include:

- identity protection (confidentiality);
- protection from detrimental acts or omissions;
- compensation remedies; and
- civil, criminal and administrative liability.

The criteria for a Protected Disclosure are set out in the **table 1**.

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## MAKING A PROTECTED DISCLOSURE

An Eligible Whistleblower may make a Protected Disclosure by providing details of the Disclosable Matter to an Eligible Recipient.

### **Who to contact**

A disclosure may be made to any Eligible Recipients. In particular, to ensure appropriate escalation and timely investigation, disclosures may be made to any one of the following persons:

#### **Whistleblower Investigation Officer (WIO)**

*Chief Financial Officer*

Phone: (08) 8132 9160

Email: noel.whitcher@lcke.com.au

#### **Whistleblower Protection Officer (WPO)**

*General Manager, Sustainability & People*

Phone: (08) 8132 9120

Email: noreen.byrne@lcke.com.au

To make an anonymous report or enquiry, disclosures may also be marked 'confidential' and sent without any sender identifying information (i.e. within the sender email address), to the attention of the WIO or WPO listed above and posted to Level 11/19 Grenfell Street Adelaide SA 5000 or emailed to [contactus@lcke.com.au](mailto:contactus@lcke.com.au)

In order to address any issues as soon as possible, the Company encourages Disclosers to make a disclosure directly to the WIO or WPO, in the first instance, with the confidence that the Company's approach under this Policy will ensure that they can do so safely, securely and without fear of Detriment.

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## PROTECTION OF THE ELIGIBLE WHISTLEBLOWER

A Protected Disclosure may be made anonymously. However, the Discloser's status as an Eligible Whistleblower may need to be confirmed (subject to the confidentiality requirements). It is recommended that legal advice is sought to ensure you fall within the definition **table 1**.

The Company will take all reasonable steps to ensure the protection of an Eligible Whistleblower who makes a Protected Disclosure against any reprisal or Detriment. This includes reprisals such as actual or threatened dismissal, demotion, harassment, bullying, discrimination or victimisation, or any other action or conduct that causes Detriment or threatens to cause Detriment.

If the Employee making a Protected Disclosure is implicated in any conduct related to the Disclosable Matter, their liability for their own conduct is not affected by the making of the Protected Disclosure. However, in some circumstances, an admission may be a mitigating factor when considering disciplinary or other action.

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## CONFIDENTIALITY

All Protected Disclosures will be treated as confidential. An Eligible Recipient who receives a Protected Disclosure will not disclose any information:

- about the identity of the Discloser; or
- that is likely to lead to the identification of the Discloser, other than where such a disclosure:
- is made to Australian Securities and Investments Commission (ASIC);

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- is made to a member of the Australian Federal Police (within the meaning of the *Australian Federal Police Act 1979*);
  - is made to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this Policy;
  - is made with the consent of the relevant Discloser;
  - is reasonably necessary to conduct an investigation under this Policy (provided the information disclosed is not the identity of the Discloser and all reasonable steps are taken to reduce the risk that the Discloser will not be identified); or
  - where the Relevant Officer or a member of the Company is required or authorised to disclose that information by law.

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## INVESTIGATION PROCESS

The Company will investigate all reports of Disclosable Matters made in accordance with this Policy. Investigations will commence as soon as practicable after a Protected Disclosure is received by an Eligible Recipient. The investigation will be conducted in a timely, thorough, confidential, objective and impartial manner recognising the principles of natural justice and best practice investigative techniques. Once complete, the results of the investigation will be reported to the Managing Director and, where appropriate, reported by the Managing Director to the Board.

Where possible and appropriate, the Discloser will be kept updated regarding the progress or outcome of the investigation.

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## DISCLOSURES TO REGULATORS

The Company acknowledges that a Discloser may make a disclosure directly to regulatory bodies, or other external parties in some circumstances, about a Disclosable Matter and qualify for protection under the Corporations Act without making a report to the Company. For example, to qualify for protection under the Corporations Act, disclosures of information relating to disclosable matters can be made to:

- ASIC;
  - Australian Prudential Regulation Authority (**APRA**); or
- another body prescribed by regulation.

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## PUBLIC INTEREST AND EMERGENCY DISCLOSURES

Disclosures may be made, in limited, specific circumstances, to a journalist or parliamentarian, where the disclosure is considered a 'public interest disclosure' or 'emergency disclosure' under the Corporations Act. A Discloser should contact the WPO or their independent legal adviser to ensure that the Discloser understands the criteria for making a 'public interest' or 'emergency disclosure' that qualifies for protection.

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## FALSE REPORTS

Individuals that deliberately make a false report will not be able to access the Whistleblower protections under the Corporations Act. Deliberate false reports involve a Discloser reporting information they know to be untrue. It does not include situations where a Discloser has reasonable grounds to suspect misconduct, but their suspicions are incorrect.

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If an Employee is found to have deliberately made a false or dishonest report regarding a Disclosable Matter, disciplinary action may be taken against the Employee in accordance with the Company's Discipline and Termination of Employment Policy.

No such action will be taken against an Employee providing the report was made where the Employee had reasonable grounds to suspect that the disclosure concerned a Disclosable Matter despite there being no confirmation of the subject of the report by the Company following an investigation.

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## ROLES AND RESPONSIBILITIES

### Eligible Recipient will

- Refer all potential Protected Disclosures to the WIO
- Not breach the confidentiality of the Discloser

### WIO will

- Monitor and receive disclosures from whistleblowing channels and ensure the integrity of the whistleblowing channels
- Conduct initial review of disclosures to determine whether Policy applies
- Conduct investigation into Protected Disclosures
- Report on investigation outcomes
- Not breach the confidentiality of the Discloser

### WPO will

- Protect and support Whistleblowers from Detriment as a result of making a disclosure
- Communicate/correspond with Discloser on receipt, during investigation and on investigation finding
- Not breach the confidentiality of the Discloser

### Discloser must

- Have reasonable grounds to suspect the disclosure concerns a Disclosable Matter
- Not knowingly submit a false report

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## POLICY AMENDMENT

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

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## LAST AMENDED

December 2019

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## INVESTIGATION PROCESS FLOWCHART

Receipt of disclosure by an Eligible Recipient

(and referral to WIO and WPO).



WPO will assess the risk of Detriment to the Discloser (or another person related to the report)

WPO will communicate with the Discloser to confirm receipt and provide copy of Policy.



WIO to assess to whether the Policy applies (i.e. whether report is a Protected Disclosure).

WPO will communicate with the Discloser to confirm whether protections under the Policy apply to the disclosure.



Investigation:

(this may include interviewing parties and gathering evidence).



Analysis of investigation material



Conclusion of investigation

WPO will communicate the outcome of the investigation to the Eligible Whistleblower.



WIO to report to the Managing Director and, where appropriate and required, Managing Director to report to the Board and/or regulator.

TABLE 1 – DISCLOSABLE MATTERS

Criteria for Protected Disclosure	The requirements to meet the criteria
<b>That the Discloser be an Eligible Whistleblower</b>	<p>Must be a current or former:</p> <ul style="list-style-type: none"> <li>• Employee of the Company;</li> <li>• officer (i.e. a Director or the Company Secretary) of the Company;</li> <li>• contractor, or an employee of a contractor, who has supplied goods or services to the Company or a related company or organisation (including paid or unpaid workers and volunteers);</li> <li>• associate of the Company, usually a person with whom the Company acts in concert; and/or</li> <li>• spouse, relative or dependant of any of the people referred to above.</li> </ul>
<b>That the disclosure be made to an Eligible Recipient within the Company</b>	<p>Includes:</p> <ul style="list-style-type: none"> <li>• an officer of the Company or a related body corporate;</li> <li>• an auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate (including a member of the Audit &amp; Risk Committee);</li> <li>• a Relevant Officer; and a Senior Manager of the Company.</li> </ul> <p><i>Disclosures may be made, in limited, specific circumstances, to a journalist or parliamentarian, where the disclosure is considered a 'public interest disclosure' or 'emergency disclosure' under the Corporations Act.</i></p>
<b>That the disclosure be about a Disclosable Matter</b>	<p>The Discloser must have reasonable grounds to suspect that the information that they are disclosing about the Company concerns:</p> <ul style="list-style-type: none"> <li>• misconduct; or</li> <li>• an improper state of affairs or circumstances.</li> </ul> <p>This information can be about the Company or an officer or Employee of the Company engaging in conduct that:</p> <ul style="list-style-type: none"> <li>• breaches the Corporations Act;</li> <li>• breaches other financial sector laws enforced by the Australian Securities and Investments Commission (ASIC) or the Australian Prudential Regulation Authority (APRA);</li> <li>• breaches an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; and/or</li> </ul>

## Criteria for Protected Disclosure

### The requirements to meet the criteria

- represents a danger to the public or to the financial system.

'Reasonable grounds' means that a reasonable person in the Discloser's position would suspect that the information indicates misconduct or a breach of the law.

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### That the disclosure not be solely about a Discloser's Disclosable Matter.

The Discloser must have reasonable grounds to suspect that the information that they are disclosing about the Company concerns:

- misconduct; or
- an improper state of affairs or circumstances.

This information can be about the Company or an officer or Employee of the Company engaging in conduct that:

- breaches the Corporations Act;
- breaches other financial sector laws enforced by the Australian Securities and Investments Commission (**ASIC**) or the Australian Prudential Regulation Authority (APRA);
- breaches an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; and/or
- represents a danger to the public or to the financial system.

'Reasonable grounds' means that a reasonable person in the Discloser's position would suspect that the information indicates misconduct or a breach of the law. A Discloser may still qualify for protection under the Corporations Act even if the information related to the Protected Disclosure turns out to be incorrect.

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TABLE 2: DEFINED TERMS

The following table sets out the definitions of the terms used in this Policy.

Term	Definition
<b>Board</b>	The Board of Directors of the Company.
<b>Corporations Act</b>	The <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	A member of the Board.
<b>Eligible Whistleblower</b>	A current or former: <ul style="list-style-type: none"><li>• Employee of the Company;</li><li>• officer (i.e. a Director or the Company Secretary) of the Company;</li><li>• contractor, or an employee of a contractor, who has supplied goods or services to the Company or a related company or organisation (including paid or unpaid workers and volunteers);</li><li>• associate of the Company, usually a person with whom the Company acts in concert; and/or</li><li>• spouse, relative or dependant of any of the people referred to above.</li></ul>
<b>Eligible Recipient</b>	Includes: <ul style="list-style-type: none"><li>• an officer of the Company or a related body corporate;</li><li>• an auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate (including a member of the Audit &amp; Risk Committee);</li><li>• a Relevant Officer; and</li><li>• a Senior Manager of the Company.</li></ul>
<b>Employee</b>	A person who is an employee of the Company.
<b>Company</b>	Leigh Creek Energy Limited and all related bodies corporate of LCK.



Term	Definition
<b>Detriment</b>	<p data-bbox="539 229 909 256">Includes (but is not limited to):</p> <ul data-bbox="589 288 1648 619" style="list-style-type: none"> <li data-bbox="589 288 947 316">• dismissal of an Employee;</li> <li data-bbox="589 331 1285 359">• injury of an Employee while working for the Company;</li> <li data-bbox="589 375 1406 402">• changing an Employee’s position or duties to their disadvantage;</li> <li data-bbox="589 418 1010 445">• discrimination of an Employee;</li> <li data-bbox="589 461 1160 488">• harassment or intimidation of an individual;</li> <li data-bbox="589 504 1364 531">• harm or injury to an individual, including psychological harm;</li> <li data-bbox="589 547 1648 574">• damage to an individual’s property, reputation, business or financial position; and/or</li> <li data-bbox="589 590 1055 617">• any other damage to an individual.</li> </ul>
<b>Discloser</b>	<p data-bbox="539 683 1984 710">Means an individual who is an Eligible Whistleblower who makes a report of a Disclosable Matter to an Eligible Recipient.</p>
<b>Disclosable Matter</b>	<p data-bbox="539 758 2045 826">The Discloser must have <u>reasonable grounds</u> to suspect that the information that they are disclosing about the Company concerns:</p> <ul data-bbox="589 858 1178 927" style="list-style-type: none"> <li data-bbox="589 858 819 885">• misconduct; or</li> <li data-bbox="589 901 1178 927">• an improper state of affairs or circumstances.</li> </ul> <p data-bbox="539 959 1879 986">This information can be about the Company or an officer or Employee of the Company engaging in conduct that:</p> <ul data-bbox="589 1018 2045 1214" style="list-style-type: none"> <li data-bbox="589 1018 1010 1045">• breaches the Corporations Act;</li> <li data-bbox="589 1061 1386 1088">• breaches other financial sector laws enforced by ASIC or APRA;</li> <li data-bbox="589 1104 2045 1173">• breaches an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months; and/or</li> <li data-bbox="589 1189 1350 1214">• represents a danger to the public or to the financial system.</li> </ul> <p data-bbox="539 1246 2045 1315">‘Reasonable grounds’ means that a reasonable person in the Discloser’s position would suspect that the information indicates misconduct or a breach of the law.</p>

Term	Definition
<b>Protected Disclosure</b>	<p>Means a disclosure of information by a Discloser who is an Eligible Whistleblower to an Eligible Recipient where that Discloser has reasonable grounds to suspect that the information concerns a Disclosable Matter.</p> <p>However, a Protected Disclosure does not apply where a Discloser discloses information that concerns a Personal Work-Related Grievance.</p>
<b>Relevant Officer</b>	Includes the Managing Director, member of the Board of Directors, Company Secretary or Senior Manager.
<b>Senior Manager</b>	Includes a member of the Company's Executive Team.
<b>Personal Work-Related Grievance</b>	<p>Means that the information concerns 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; and</p> <p>(a) the information:</p> <ul style="list-style-type: none"> <li>• does not have significant implications for the Company, or another regulated entity, that do not relate to the Discloser; and</li> <li>• does not concern conduct, or alleged conduct, that would constitute conduct specified at 1317AA(5) of the Corporations Act, namely conduct that:</li> </ul> <p>(b) constitutes an offence against, or a contravention of, a provision of any of the following:</p> <ol style="list-style-type: none"> <li>i. the Corporations Act;</li> <li>ii. the ASIC Act;</li> <li>iii. the <i>Banking Act 1959</i>;</li> <li>iv. the <i>Financial Sector (Collection of Data) Act 2001</i>;</li> <li>v. the <i>Insurance Act 1973</i>;</li> <li>vi. the <i>Life Insurance Act 1995</i>;</li> <li>vii. the <i>National Consumer Credit Protection Act 2009</i>;</li> <li>viii. the <i>Superannuation Industry (Supervision) Act 1993</i>;</li> <li>ix. an instrument made under an Act referred to in any of subparagraphs (i) to (viii); or</li> </ol> <p>(c) constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or</p> <p>(d) represents a danger to the public or the financial system; or</p> <p>(e) is prescribed by regulations.</p>

Term	Definition
<b>Examples of Disclosable Matters and non-Disclosable Matters</b>	<p>Disclosable Matters include conduct that may not involve a breach of law. For example, ‘misconduct or an improper state of affairs or circumstances’ may indicate a systemic issue within the Company that the regulator should be made aware of. It may also relate to:</p> <ul style="list-style-type: none"> <li>• dishonest or unethical behaviour and practices;</li> <li>• conduct that may cause harm; or</li> <li>• conduct that is in breach of the Company’s Code of Conduct.</li> </ul> <p>Specific examples of a Disclosable Matter may include:</p> <ul style="list-style-type: none"> <li>• illegal conduct, such as theft, dealing prohibited drugs, violence or threats of violence and criminal damage to property;</li> <li>• fraud, money laundering or misappropriation of funds;</li> <li>• bribery;</li> <li>• non-compliance or breach of laws; or</li> <li>• engaging in, or threatening, conduct that would cause Detriment to a Discloser (or an individual planning to make, or suspected to have made, a Protected Disclosure).</li> </ul>
<b>What will be considered a Personal Work-related Grievance?</b>	<p>Examples of grievances that <i>may</i> be Personal Work-Related Grievances and therefore may not qualify as a Protected Disclosure include:</p> <ul style="list-style-type: none"> <li>• interpersonal conflict between the Discloser and another Employee;</li> <li>• Decisions (that do not involve a breach of workplace laws) in relation to: <ul style="list-style-type: none"> <li>○ the engagement, transfer or promotion of the Discloser;</li> <li>○ the terms of engagement of the Discloser;</li> <li>○ the suspension or termination of the engagement of the Discloser; and/or</li> <li>○ discipline of the Discloser.</li> </ul> </li> </ul> <p>Whether or not a matter will be considered a Personal Work-Related Grievance will depend on all of the relevant facts and circumstances. There may be situations when disclosures about, or including, a Personal Work-Related Grievance still qualify for protection. For example, if:</p> <ul style="list-style-type: none"> <li>• a Personal Work-Related Grievance includes information about misconduct, or information about misconduct also involves a Personal Work-Related Grievance;</li> </ul>

Term	Definition
	<ul style="list-style-type: none"> <li>• the Company breaches employment or other laws punishable by imprisonment for a period of 12 months or more, engages in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the Discloser’s grievance;</li> <li>• the Discloser suffers from or is threatened with Detriment for making a Disclosure; and/or</li> <li>• the Discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.</li> </ul> <p>Where an Employee wishes to raise an issue that they believe may be more likely a Personal Work-Related Grievance and not covered by this Policy, they may consult the Human Resource Manager for advice about how to resolve the issue.</p>

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For more information about how ASIC handles whistleblower reports, please see ASIC’s guidance on its website [insert URL/link to ASIC info sheet 239 at <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>]