

WHISTLEBLOWER POLICY

CONTEXT

Accent Resources N.L. (ACS or the Company) 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.

ACS encourages the reporting of any instances of suspected unethical, illegal, fraudulent and/or undesirable conduct involving our businesses, and provides protections and measures so that those persons who make a report may do so confidentially and without fear of disadvantage, intimidation or reprisal.

This policy is made available to all of our directors, officers and employees through the Company's Corporate Governance Plan and is accessible on our website for stakeholders (see the ACS corporate governance section on the About Us page).

SCOPE

This policy applies to all directors and employees of ACS.

POLICY

1. What is reportable conduct?

You may make a report under this Policy if you have reasonable grounds to suspect that an ACS director, officer, employee, contractor, supplier, tenderer or other person who has business dealing with us has engaged in conduct (Reportable Conduct) that:

- Is dishonest, fraudulent or corrupt, including bribery or other activity that is in breach of the ACS Anti-bribery and Corruption Policy;
- Is illegal activity, such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law;
- Is unethical or in breach of ACS policies, such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching our Code of Conduct or other policies or procedures;
- Is potentially damaging to ACS, an employee of a third party, such as unsafe work practices, environmental damage, health risks or abuse of ACS property or company resources;
- Amounts to an abuse of authority;
- May cause financial loss to ACS or damage our reputation or be otherwise detrimental to our interests;

- Involves harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the *Corporations Act 2001* (Corporations Act or the Act); or
- Involves any other type of misconduct or an improper state of affairs or circumstances.

Annexure A describes the special protections for whistleblowers who disclose information concerning misconduct or an improper state of affairs or circumstances in relation to ACS under the Corporations Act.

Annexure B describes special protections for tax-related whistleblowers.

2. Who can I make a report to?

The ACS channel for making a report if you become aware of any issue or behaviour which you consider to be Reportable Conduct, is to notify the Company Secretary:

Company Secretary	E: Robert.Allen@accentresources.com.au
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Reports may also be made via written notice to our corporate office C/- Level 9, 250 Queen Street, Melbourne VIC 3000, marked to the attention of the Company Secretary.

Whilst it is preferable that you raise a report with the Company Secretary, it is important to be aware that under Australian whistleblower laws you may also raise the matter with any person considered an “officer” of the Company, including senior managers who meet the criteria set out in the Corporations Act, or directly to the regulatory bodies as set out in current whistleblower laws¹.

3. Our investigation of reportable conduct

ACS will investigate all matters reported under this Policy as soon as practicable after receiving a report. We may, with your consent, appoint a person to assist in the investigation of a report; and where appropriate to do so, will provide feedback to you regarding the progress and outcome of the investigation (subject to relevant privacy considerations or other prohibitions, such as a criminal matter).

Any 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.

Where a report is made anonymously, we will conduct any investigation and enquiries based on the information provided.

4. Protection of whistleblowers

ACS is committed to ensuring confidentiality in respect of all matters raised under this Policy, and that those persons who make a report are treated fairly and do not suffer detriment.

¹ For further information on whistleblower law, please refer to: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/>

(i) *Protection against detriment*

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

If you are subjected to detrimental treatment as a result of making a report under this Policy, you should:

- Inform the Company Secretary, a senior manager, manager or other officer immediately; or
- Raise it in accordance with the “who can I make a report to” section of this Policy.

(ii) *Protection of your identity and confidentiality*

Subject to compliance with legal requirements, upon receiving a report under this Policy, we will only share your identity as a whistleblower or information likely to reveal your identity if:

- You consent;
- The concern is reported to the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA), the Australian Taxation Commissioner (ATO) or the Australian Federal Police (AFP); or
- The concern is raised with a lawyer for the purposes of obtaining legal advice and/or representation.

If we need to investigate a report, it may disclose information that could lead to your identification, but we will take all reasonable steps to reduce this risk.

Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

(iii) *Protection of files and records*

All files and records created from an investigation, including the initial report, will be retained securely.

Unauthorised release or access to information by someone not involved in the investigation (other than senior personnel and 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 and may result in disciplinary action.

The Corporations Act gives special protection to disclosures about breaches of the Act, provided certain conditions are met – refer to Annexure A for further details.

The Taxation Administration Act 1953 (Taxation Administration Act) also gives special protection to disclosures about breaches of any Australian tax law, provided certain conditions are met – refer to Annexure B for further details.

5. Duties of employees in relation to reportable conduct

It is expected that employee who become aware of actual or suspect on reasonable grounds, potential cases of Reportable Conduct will make a report under this Policy and other applicable policies.

6. Reporting procedures

The Company Secretary will report to the board on the number and type of whistleblower incidents annually to enable the board to address any issues.

These reports will be on a “no names” basis to maintain the confidentiality of matters raised under this Policy.

POLICY AMENDMENT

This Policy cannot be amended or otherwise changed without the approval of the Board.

It will be reviewed periodically to ensure that it remains effective and meets current legal requirements, industry standards and the needs of ACS.

Issued by:

Accent Resources NL Board of Directors
May 2020

ANNEXURE A – SPECIAL PROTECTIONS UNDER THE CORPORATIONS ACT 2001

The Corporations Act gives special protection to disclosures about any misconduct or improper state of affairs relating to ACS if the following conditions are satisfied:

- (a) The whistleblower is or has been:
 - i. An officer or employee of ACS, including any subsidiary entities;
 - ii. An individual who supplies goods or services to ACS or an employee of a person who supplies goods or services to ACS;
 - iii. An individual who is an associate of ACS; or
 - iv. A relative, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above.

- (b) The report is made to:
 - i. The Company Secretary;
 - ii. An officer or senior manager of ACS;
 - iii. The external auditor or a member of the external audit team of ACS;
 - iv. An actuary of ACS;
 - v. ASIC;
 - vi. APRA; or
 - vii. A legal practitioner for the purpose of obtaining legal advice and/or representation in relation to the operation of the whistleblower provisions in the Act.

- (c) The whistleblower has reasonable grounds to suspect that the information being disclosed concerns misconduct, or an improper state of affairs or circumstances in relation to ACS. This may include a breach of legislation including the Corporations Act, an offence against the Commonwealth punishable by imprisonment of 12 months or more or conduct that represents a danger to the public or financial system.

Examples of conduct which may be a breach of the 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 officer 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 Company or failure of a director to give notice of any material personal interest in a matter relating to the affairs of the Company.

- (d) The protections given by the Corporations Act when these conditions are met are:
 - i. The whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
 - ii. No contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
 - iii. In some circumstances, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
 - iv. Anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
 - v. A whistleblower's identity cannot be disclosed to a Court or Tribunal except where considered necessary; and
 - vi. The person receiving the report commits an offence if they disclose the substance of the report or the whistleblower's identity, without the consent of

the whistleblower, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice and/or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser must be kept confidential unless one of the following exceptions applies:

- (a) The discloser consents to the disclosure of their identity;
- (b) Disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) The concern is reported to ASIC, APRA or the AFP; or
- (d) The concern is raised with a lawyer for the purpose of obtaining legal advice and/or representation.

ANNEXURE B – SPECIAL PROTECTIONS UNDER THE TAXATION ADMINISTRATION ACT 1953

The Taxation Administration Act gives special protection to disclosures about a breach of any Australian tax law by ACS or misconduct in relation to ACS tax affairs if the following conditions are satisfied:

- (a) the whistleblower is or has been:
 - i. an officer or employee of ACS;
 - ii. an individual who supplies goods or services to ACS or an employee of a person who supplies goods or services to ACS;
 - iii. an individual who is an associate of ACS;
 - iv. a spouse, child, dependent or dependent of the spouse of any individual referred to at (i) to (iii) above; and

- (b) the report is made to:
 - i. the Company Secretary;
 - ii. a director or senior manager of ACS;
 - iii. any ACS external auditor (or a member of that audit team);
 - iv. a registered tax agent or BAS agent who provides tax or BAS services to ACS;
 - v. any other employee or officer of ACS who has functions or duties relating to tax affairs of the Company (for example an internal accountant);
 - vi. the Commissioner of Taxation; or
 - vii. a legal practitioner for the purpose of obtaining legal advice and/or legal representation in relation to the operation of the whistleblower provisions in the Taxation Administration Act; and

- (c) if the report is made under (b) v. above, the whistleblower:
 - i. has reasonable grounds to suspect that the information indicates misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of ACS or an associate of the Company; and
 - ii. considers that the information may assist the recipient to perform functions or duties in relation to the tax affairs of ACS or an associate of the Company; and

- (d) if the report is made to the Commissioner of Taxation, the whistleblower considers that the information may assist the ACS report recipient to perform functions or duties in relation to the tax affairs of ACS or an associate of the Company.

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

- (a) the whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (b) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the whistleblower for making the report;
- (c) where the disclosure was made to the Commissioner of Taxation, the reported information is not admissible against the whistleblower in criminal proceedings or in proceedings for the imposition of a penalty, except where the proceedings are concerned with whether the information is false;
- (d) unless the whistleblower has acted unreasonably, a whistleblower cannot be ordered to pay costs in any legal proceedings in relation to a report;
- (e) anyone who causes or threatens to cause detriment to a whistleblower or another person in the belief or suspicion that a report has been made, or may have been

made, proposes to or could be made, may be guilty of an offence and liable to pay damages;

- (f) a whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (g) 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 the Commissioner of Taxation, the AFP or a lawyer for the purpose of obtaining legal advice and/or representation in relation to the report.

Confidentiality

If a report is made, the identity of the discloser will be kept confidential unless one of the following exceptions applies:

- (a) the discloser consents to the disclosure of their identity;
- (b) disclosure of details that might reveal their identity is reasonably necessary for the effective investigation of the allegations;
- (c) the concern is reported to the Commissioner of Taxation or the AFP; or
- (d) the concern is raised with a lawyer for the purpose obtaining legal advice and/or representation.