
Bathurst Resources Limited
CN 4382538

2.19 Whistle Blower Policy

Whistleblower Policy

Objectives

Bathurst's board of directors is ultimately responsible for ensuring that Bathurst has an appropriate risk management framework to identify and manage risk on an ongoing basis. This policy forms part of Bathurst's risk management system and corporate governance framework. A whistleblower programme is an important element in deterring illegal, unethical and improper conduct.

The purpose of this policy is to make an eligible whistleblower (defined below) feel confident about raising concerns at Bathurst of any improper or corrupt conduct. If there are any conflicts between this policy and the Protected Disclosures Act 2000, the Act will supersede this policy.

Who this policy applies to

This policy applies to all eligible whistleblowers. An eligible whistleblower is an individual who is (or was):

- an employee;
- a secondee to Bathurst;
- someone engaged or contracted to do work for Bathurst;
- part of management of Bathurst (including board members and company secretary);
- a person who is providing or has provides goods or services to Bathurst;
- a volunteer working for Bathurst.

Scope of this policy

This policy is to be read in conjunction with other Bathurst policies including the Code of Conduct, and is not intended to supersede other Bathurst policies.

You can make a report under this policy if you are an eligible whistleblower and if you have a reasonable and genuine concern about actual or suspected misconduct (a "reportable matter" – refer below) within or by Bathurst, the Bathurst Group, or anyone at or connected with Bathurst.

This policy does not apply to customer complaints or personal work-related grievances; the former should be directed to your relationship manager, and the latter to the Bathurst HR team.

What is a reportable matter?

Examples of a reportable matter include:

1. fraudulent or other illegal activity, or a criminal offence;
2. failure to comply with any legal or regulatory obligation, including those under the Companies Act 1993, the Financial Reporting Act 1993, the Australian Securities Exchange, or the Consumer Guarantees Act 1993;
3. breach of internal policies or procedures including Bathurst's Code of Conduct;
4. issues of honesty or integrity, including fraud, theft, bribery and corruption;
5. unethical or unprofessional behaviour;
6. conflicts of interest;
7. breaches of privacy or confidentiality; or
8. any deliberate concealment relating to the above.

Making a report

If you are a current employee of Bathurst, please consider whether you would prefer to report your concern via another channel such as your line manager, skip line manager, or the Bathurst HR team.

You can make a report under this policy by contacting a whistleblower protection officer (“WPO”) directly. WPOs make up the whistleblower protection team (“WPT”), and consist of the:

- Company Secretary;
- Chief Executive Officer;
- Chief Financial Officer;
- Group Manager HR; and
- Group Manager Commercial.

The Group Manager Commercial will act as the Whistleblower Programme Lead. A quorum for a meeting of the WPT is 2.

You can make a report to an independent impartial and confidential service managed for Bathurst by EAP services. You can make contact with EAP services anytime at:

NZ 0800 327 669

AU 1800 726 474

www.eapservices.co.nz

Intl: +64 9 353 0906.

Reports can also be made by post to the Whistleblower protection team at Level 12, 1 Willeston Street, Wellington 6011 New Zealand.

Other eligible recipients “OERs” are individuals who are also eligible to receive reports and who are required to handle that information in accordance with this policy. These consist of members of the senior leadership team and directors. All reports received by OERs will be referred to a WPO/the WPO team unless there are exceptional circumstances.

I have made a report under this policy. What next?

Confidentiality and consent

We will seek your consent in relation to how you would prefer information about your identity to be handled. You can select one of the following three options to protect your identity:

Confidential: this means you consent to the WPO and WPO team knowing your identity and allow them to disclose your identity for the purposes of investigating and reporting to relevant stakeholders.

This is the preferred option as Bathurst will be best placed to fully investigate the matter, and provide you with ongoing protection and support.

Partially anonymous: this means you consent to only the WPO and WPO team knowing your identity.

While this approach is possible, it may create some limitations for investigative purposes which the WPT can talk to you about.

Anonymous: this means you have not told us who you are, or you request for your identity to be redacted.

This is the least preferred option because we won't be able to seek further information you, update you, and in some circumstances, it could be difficult to investigate the matter fully or at all.

Note that for legal reasons, we may need to disclose your identity to lawyers, regulators and or law enforcement authorities, regardless of the level of consent you have provided.

Accepting a report as a protected disclosure

Upon receipt of a report, the WPT will:

- acknowledge receipt of the report;
- assess your report;
- consider any conflicts of interest prior to investigating;
- determine whether and how to investigate; and
- appoint a whistleblower investigator if appropriate.

The WPT may decline to accept a report if the WPT considers that: -

- the alleged conduct is not a reportable matter within the scope of the policy;
- the report is not made in good faith or is frivolous, vexatious or malicious;
- the report is made anonymously and there is insufficient information to allow the Committee to investigate the matter;
- the subject matter of the report has been satisfactorily dealt with or resolved previously through the protected disclosure procedure (unless another alleged incident has occurred since);
- the subject matter of the report has been satisfactorily dealt with or resolved through another grievance, reporting, complaint or claims procedure. The WPT will decline to accept a report as a protected disclosure if the report is in effect an 'appeal' from a decision already made by the Company under another grievance, reporting, complaint or claims procedure;
- the length of time between the alleged serious wrongdoing and the disclosure makes an investigation impracticable; or
- the matter is better addressed by other means.

Where a report is accepted as a protected disclosure, the person who made the report will be a reporting person for the purpose of this policy.

Investigation

The objective of an investigation will be to locate, identify or gather evidence regarding the matters alleged in the report. All investigations will be conducted in a timely manner, in accordance with the principles of fairness and natural justice and appropriately documented.

The investigation may be conducted by a WPT member or another person appointed by the WPT.

The WPT will be entitled to direct access to external financial, legal and operational advisers as required.

Any person appointed by the WPT to conduct the investigation will be entitled to direct access to external financial, legal and operational advisers as required and as approved in advance by the WPT.

If the reportable matter involves an allegation of a criminal offence, the WPT may seek assistance from an external advisor.

If you have provided your consent, and where the WPT considers it appropriate, you will receive feedback on the progress of the investigation as well as its outcome, subject to commercial, legal and confidentiality restraints. Where the report has been made anonymously, this will not be possible.

To the extent possible, the investigation shall be independent of the business units concerned, the person who submitted the report, and any person who is the subject of the reportable matter.

In certain circumstances, it may be necessary to depart from the process outlined above.

Whistleblower protections and fair treatment

Bathurst recognises that whistleblowing can be a very stressful and difficult thing to do. Provided that you have reasonable grounds for your concern and have not yourself engaged in serious wrongdoing or illegal conduct, you will not be subject to disciplinary or other sanctions by Bathurst in relation to any matters that you report.

A WPO is required to ensure your identity is kept as confidential as practicable. Your identity or information likely to reveal your identity will only be disclosed if you consent to it, or for legal reasons outside of Bathurst's control. Where your identity is to be disclosed, where practicable, you will be informed of this in advance.

Maintaining confidentiality of your identity may be difficult where the nature of the report points to one particular individual having made it or due to the inherent nature of the investigation process. The WPT may need to discuss with you the possibility that other staff may deduce your identity.

The WPT will ensure that all documentation and information relating the report is kept secure.

You have the right to communicate with regulators and law enforcement authorities at any time in relation to your concerns or any matter relating to this policy.

Protection from detrimental conduct

Bathurst will not tolerate any detriment that is inflicted on you because of a report. Examples of detriment include:

- retaliation, dismissal, suspension, demotion;
- harassment, threats or intimidation;
- discrimination
- injury and harm including psychological harm;
- damage or threats to your property, business, financial position or reputation; and
- revealing your identity as a whistleblower.

This protection applies regardless of whether any concerns raised in a report are found to be true, provided that you are acting honestly and ethically and made the report on reasonable grounds.

If anyone engages in detrimental conduct against you please immediately contact your WPO, the WPT. If the detrimental conduct involves the WPO or the WPT, you should report the matter to the Chairman of the Bathurst Board.

Protection officer

You can request a protection officer (“PO”), who will be appointed by the WPT. The role of the PO is to safeguard your interests in terms of any applicable legislation. Following such appointment, the WPT will brief the PO in relation to the report.

False reporting

If it is found that a reporting person has knowingly made a false report or not made a report in good faith, the reporting person may be subject to disciplinary or other action, which in the case of a Bathurst employee may include termination without notice.

Reporting

The WPT must provide an annual report to the Audit Committee, regarding:

- (a) reports made; and
- (b) reports accepted as protected disclosures.

General

The Company may vary or rescind any policies or procedures from time to time in its absolute discretion without notice and without any limitation on its capacity to do so. This policy does not form part of any employee contract and Bathurst also reserves the right to depart from this policy as it sees fit.

Questions

Any questions about this policy should be directed to the Company Secretary or HR Manager.

Adopted on: October 2017

Last reviewed: December 2020