

Whistleblower Policy

Introduction

Alara Resources Limited A.C.N. 122 892 719 (“**Alara**” or “**the Company**”) is committed to the highest standards of conduct and ethical behaviour in all of our business activities and ensuring strict corporate compliance and good corporate governance.

The Company adopts this Policy with effect from 1 January 2020. The policy applies to the Company, its related subsidiaries and controlled entities (referred to as the “**Alara Group**”) and will be made available to officers and employees of the Company and on the Company website.

Policy

1 Who does this policy apply to?

Under the *Corporations Act 2001 (Cth)* (**Corporations Act**), an eligible whistleblower is any of the following (**Eligible Whistleblower**):

- (a) an officer or employee of the Company (both current or former and includes interns, secondees, managers and directors);
- (b) a supplier (including their employees) of goods or services to the Company (both current and former);
- (c) an associate of the Company; and
- (d) a relative, dependant or spouse of any of the above.

2. What is “Reportable Conduct”?

You may make a report under this policy if you have reasonable grounds to suspect that the information relates to the following (**Reportable Conduct**):

- (a) misconduct or an improper state of affairs in relation to the Company. The conduct may relate to a director, officer, employee, contractor, supplier, tenderer or other person who has business dealings with the Company;
- (b) dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Company’s Code of Conduct;
- (c) illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- (d) unethical behaviour or behaviour that is in breach of the Company’s policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching the Company’s Code of Conduct or other policies or procedures);
- (e) conduct which is potentially damaging to the Company, a Company employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of the Company’s property or resources;
- (f) an abuse of authority;
- (g) conduct which may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company’s interests;
- (h) harassment, discrimination, victimisation or bullying, other than personal work-related grievances as defined in the Corporations Act.

3. Who do I contact to discuss Reportable Conduct?

3.1. To be eligible for protection under the Corporations Act, an Eligible Whistleblower must report the Reportable Conduct directly to any of the following (**Eligible Recipient**):

- (a) an officer or senior manager of the Company or a related body corporate;
- (b) an auditor, or a member of an audit team conducting an audit, of the Company or a related body corporate;
- (c) an actuary of the Company or a related body corporate;
- (d) a person authorised by the Company to receive disclosures that may qualify for protection under Part 9.4AAA of the Corporations Act;
- (e) the Australian Securities and Investments Commission (ASIC);

- (f) the Australian Prudential Regulation Authority (APRA);
- (g) a journalist or parliamentarian, but only in the circumstances in section 6 of this Policy; or
- (h) a person prescribed by Corporations Regulations to be an eligible recipient.

- 3.2. To ensure appropriate escalation and timely investigation of Reportable Conduct, we request that reports are made to the persons listed below:

Company Secretary – Melissa / Catherine

Ph: +61 861 669 107

Email: cosec@alararesources.com

Or, if the issue concerns the Company Secretary, then:

Peter Lee – Executive Chair

Ph: +61 456 777 585

Email: peter.lee@alararesources.com

4. How we handle and investigate a disclosure of Reportable Conduct

- 4.1. The Company will investigate all Reportable Conduct under this Policy as soon as practicable after the matter has been reported. The Eligible Recipient may, with your consent, appoint a person to assist in the investigation of a report. Where appropriate, the Company will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).
- 4.2. 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.
- 4.3. While the particular investigation process and enquiries adopted will be determined by the nature and substance of the report, in general, as soon as practicable upon receipt of the report, if the report is not anonymous, the Eligible Recipient will contact you to discuss the investigation process including who may be contacted and such other matters as are relevant to the investigation.
- 4.4. Where a report is submitted anonymously, a preliminary review of the matter will be carried out to determine the legitimacy of the claim, and whether the matter should progress to investigation. It should be noted that anonymous reports are permissible and still protected under the Corporations Act, however, anonymous reports are more difficult to verify and investigate and may not be resolved.

5. Legal protection for whistleblowers

5.1. Identity and Confidentiality

- (a) Subject to compliance with legal requirements, upon receiving a report under this Policy, the Company will only share your identity as an Eligible Whistleblower or information likely to reveal your identity if:
 - (i) you consent;
 - (ii) the concern is reported to ASIC, APRA, the Tax Commissioner or the Australian Federal Police; or
 - (iii) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation.
- (b) If the Company needs to investigate a report it may disclose information that could lead to your identification, but it will take reasonable steps to reduce this risk.
- (c) Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

5.2. Protection from detrimental conduct

- (a) There are legal protections for protecting an Eligible Whistleblower, or any other person, from detriment in relation to the disclosure of Reportable Conduct.
- (b) A person cannot engage in conduct that causes detriment to an Eligible Whistleblower (or another person), in relation to a disclosure of Reportable Conduct, if:
 - (i) the person believes or suspects that the Eligible Whistleblower (or another person) made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
 - (ii) the belief or suspicion is the reason, or part of the reason, for the conduct.
- (c) In addition, a person cannot make a threat to cause detriment to an Eligible Whistleblower (or another person) in relation to a disclosure of Reportable Conduct.
- (d) A threat may be express or implied, or conditional or unconditional. An Eligible Whistleblower (or another person) who has been threatened in relation to a disclosure does not have to actually fear that the threat will be carried out.
- (e) Examples of detrimental conduct include:
 - (i) dismissal of an employee;
 - (ii) injury of an employee in his or her employment;
 - (iii) alteration of an employee's position or duties to his or her disadvantage;
 - (iv) discrimination between an employee and other employees of the same employer;
 - (v) harassment or intimidation of a person;
 - (vi) harm or injury to a person, including psychological harm;
 - (vii) damage to a person's property;
 - (viii) damage to a person's reputation;
 - (ix) damage to a person's business or financial position; or
 - (x) any other damage to a person; and
 - (xi) the threat of any of the above actions.
- (f) The Company will protect an Eligible Whistleblower from detrimental acts or omissions including by:
 - (i) protecting their welfare;
 - (ii) assessing the risk of detriment against an Eligible Whistleblower and other persons (e.g. other staff who might be suspected to have made a disclosure) as soon as possible after receiving a disclosure;
 - (iii) providing support services (including counselling or other professional or legal services) as requested;
 - (iv) developing strategies to help an Eligible Whistleblower minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation;
 - (v) allowing the Eligible Whistleblower to perform their duties from another location, reassign the Eligible Whistleblower to another role at the same level, make other modifications to the Eligible Whistleblower's workplace or the way they perform work duties, or reassign or relocate other staff involved in the Reportable Conduct;
 - (vi) will ensure that management are aware of their responsibilities to maintain the confidentiality of a disclosure, address the risks of isolation or harassment, manage conflicts, and ensure fairness when managing the performance of, or taking other management action relating to, an Eligible Whistleblower.

5.3. Compensation and other remedies

- (a) An Eligible Whistleblower (or any other employee or person) can seek compensation and other remedies through the Courts if:

- (i) they suffer loss, damage or injury because of a disclosure; and
 - (ii) the Company failed to take reasonable precautions and exercise due diligence to prevent a person from causing the detriment.
- (b) Eligible Whistleblower's are encouraged to seek independent legal advice before disclosing Reportable Conduct.

5.4. Civil, criminal and administrative liability protection

The protections given by the Corporations Act to an Eligible Whistleblower include the following:

- (a) immunity 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 Eligible Whistleblower for making the report;
- (c) in some circumstances, the reported information is not admissible against the Eligible Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty;
- (d) anyone who causes or threatens to cause detriment to an Eligible 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;
- (e) an Eligible Whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (f) the person receiving the report commits an offence if they disclose the substance of the report or the Eligible Whistleblower's identity, without the Eligible Whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

6. Public interest and emergency disclosures

- 6.1. In limited circumstances, Reportable Conduct disclosed to a journalist or to a member of Parliament may qualify for protection under the Corporations Act.
- 6.2. A 'public interest disclosure' and an 'emergency disclosure' can be made by an Eligible Whistleblower to a journalist or member of Parliament. The criteria for making such disclosures are set out in section 1317AAD of the Corporations Act.
- 6.3. You should contact an independent legal adviser before making a public interest or emergency disclosure, to ensure you understand the criteria required to qualify for protection under the Corporations Act.

7. Matters not covered by this policy

- 7.1. Disclosures that are not about Reportable Conduct do not qualify for protection under the Corporations Act (or the Tax Administration Act, where relevant). In particular, disclosures that relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the Eligible Whistleblower, do not qualify for protection under the Corporations Act.
- 7.2. Personal work-related grievances are those that relate to the Eligible Whistleblower's current or former employment and have, or tend to have, implications for the Eligible Whistleblower personally, but does not have any other significant implications for the Company or the Alara Group, and does not concern conduct, or alleged conduct, relating to Reportable Conduct.
- 7.3. Examples of grievances that may be personal work-related grievances include:
 - (a) an interpersonal conflict between the Eligible Whistleblower and another employee;
 - (b) a decision that does not involve a breach of workplace laws;
 - (c) a decision about the engagement, transfer or promotion of the Eligible Whistleblower;
 - (d) a decision about the terms and conditions of engagement of the Eligible Whistleblower; or

- (e) a decision to suspend or terminate the engagement of the Eligible Whistleblower, or otherwise to discipline the Eligible Whistleblower.

7.4. However, a personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct;
- (c) the Eligible Whistleblower suffers from or is threatened with detriment for making a disclosure; or
- (d) the Eligible Whistleblower seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

8. Review of this policy

8.1. This Policy will be reviewed annually or more frequently if circumstances require and may be amended only by resolution of the Board.

8.2. This Policy may be viewed and downloaded from the Company's website.

[End of Policy]