



## Whistleblower Policy

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Stanmore is committed to a culture of honesty, doing business with integrity and speaking up without fear of retaliation.

We recognise the importance of whistleblowers in identifying misconduct affecting Stanmore and intend that individuals who disclose potential contraventions or wrongdoing can do so safely, securely and with confidence that they will be protected and supported.

Our statement of values is available on our website ([www.stanmore.net.au](http://www.stanmore.net.au)).

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## 1. TERMS AND DEFINITIONS

In this Policy:

<b>Act</b>	means the <i>Corporations Act 2001 (Cth)</i> .
<b>Personnel</b>	means all directors, officers and employees of Stanmore and its subsidiaries and all contractors, agents, representatives or other individuals or entities that are effectively controlled by Stanmore or act on its behalf.
<b>Stanmore</b>	means Stanmore Resources Limited and its controlled entities.

## 2. SCOPE

This Policy applies to all Personnel, their relatives, dependants or spouses, and all of Stanmore's operations and activities.

Stanmore is required to comply with the obligations relating to the protection of whistleblowers under the Act, and this Policy has been prepared to comply with these obligations. If this Policy differs from any applicable law, the more stringent requirement will be applied.

## 3. WHEN THIS POLICY APPLIES

Stanmore's intention is that your identity will be protected when you make a report about serious matters relating to Stanmore.

The protections of this Policy will automatically apply if the criteria below apply.

### 3.1 Who can disclose concerns?

You must be a current or former:

- employee of Stanmore;
- officer of Stanmore;
- individual who supplies services or goods to a Stanmore (whether paid or unpaid) – this includes consultants and contractors working for a Stanmore;
- employee of a person who supplies goods or services to Stanmore (whether paid or unpaid);
- individual who is an associate of Stanmore (e.g. a director or secretary of Stanmore, a related body corporate, or a director or secretary of a related body corporate); or
- relative, dependant or spouse of any of the above (e.g. relatives, dependents or spouses of current or former employees, officers, contractors, consultants, services providers or suppliers).

### 3.2 What concerns should be disclosed?

You must have reasonable grounds to suspect that the information you are disclosing:

- misconduct concerning Stanmore (this includes fraud, negligence, default, breach of trust and breach of duty);
- concerns an improper state of affairs or circumstances in relation to Stanmore;
- indicates that Stanmore, or an officer or employee of Stanmore, has engaged in conduct that:
  - constitutes an offence against, or a contravention of the Act, the *Australian Securities and Investment Commission Act 2001 (Cth)* or the *Taxation Administration Act 1953 (Cth)*;

- constitutes any breach of Commonwealth legislation that is punishable by imprisonment for a period of 12 months or more (i.e. indictable offences against the Commonwealth);
- represents a danger to the public or the financial system; or
- concerns victimisation of someone who has made a report under this Policy.

Examples of the types of conduct covered by this Policy include:

- fraud, money laundering or misappropriation of funds;
- offering or accepting a bribe;
- financial irregularities;
- failure to comply with, or a breach of, legal or regulatory requirements; and
- engaging in or threatening to engage in detrimental conduct against a person who has made a report or is believed or suspected to have made, or be planning to make, a report.

You can still qualify for protection under this Policy, even if your report turns out to be incorrect. However, you must not deliberately lodge a false report. Only lodge a report if you have reasonable grounds to suspect misconduct. That is, there must be a reasonable basis for your concerns that the company, or certain related companies or their officers or employees have committed misconduct, breached certain laws, or acted improperly.

Disclosures that do not relate to the above do not qualify for protection under this Policy. Any disclosure found to be malicious, deliberately misleading, baseless or which you know to be untrue may be subject to disciplinary action.

### 3.3 What concerns are not covered by this Policy?

This Policy does not apply to personal work-related grievances that have implications for you personally, such as:

- an interpersonal conflict between you and another member of Stanmore Personnel;
- a decision regarding your employment, engagement, transfer or promotion;
- a decision relating to your terms and conditions of employment or engagement; or
- a decision to suspend or terminate your employment or engagement, or disciplinary decisions about your employment.

Concerns about these matters should be raised with your manager at first instance or to Human Resources.

However, a personal work-related grievance may qualify for protection under this Policy if:

- it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- a Stanmore officer 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 report relates to information that suggests misconduct beyond your personal circumstances;
- you suffer from or are threatened with detriment for making a report; or
- you seek legal advice or legal representation about the operation of the whistleblower protections under the Act.

### 3.4 Who should I disclose concerns to?

Whistleblowers will be afforded protection under this Policy and the law where they have made a disclosure to any of the persons listed in this section. We encourage you to disclose matters directly to Stanmore in the first instance so that we can identify and address wrongdoing as early as possible.

#### a) Disclosing internally

You can make your report to:

- Stanmore Whistleblowing Officer (details below)
- any officer or senior manager of Stanmore (for example, any member of the Board or Executive Leadership Team)
- Stanmore's auditor or actuary
- Stanmore's registered tax agent or BAS agent, if the disclosure concerns Stanmore's tax affairs or the tax affairs of an associate of Stanmore, or an officer or employee at Stanmore who has functions or duties relating to its tax affairs.

Stanmore's Whistleblowing Officer's contact details are:

<b>Email</b>	integrity@stanmore.com.au
<b>Phone</b>	+61 (7) 3238 1000
<b>Post</b>	GPO Box 2602, Brisbane QLD 4001
<b>In person</b>	Level 32, 12 Creek Street. Brisbane QLD 4000

Subject to this Policy, reports made to officers and senior managers of Stanmore will likely be referred to Stanmore Whistleblowing Officer.

#### b) Integrity Hotline Service

If you are uncomfortable disclosing your concern internally or wish to remain anonymous, you can also make a disclosure to Stanmore's Integrity Hotline. The hotline is managed by an independent external whistleblowing service, BDO Secure:

<b>Phone</b>	1300 408 955
<b>Email</b>	securebdo@bdo.com.au
<b>Post</b>	GPO Box 457, Brisbane QLD 4001
<b>Online</b>	<a href="https://www.bdo.com.au/en-au/bdosecure">https://www.bdo.com.au/en-au/bdosecure</a>

Reports can be made 24 hours a day, seven days a week. The telephone line operates from 9am until 5pm on weekdays (excluding public holidays). Telephone calls received outside of these hours will be forwarded to the BDO Secure message bank and actioned on the next business day.

You can contact Stanmore's Whistleblowing Officer if you wish to obtain more information before making a report.

#### c) Reporting anonymously

Reports can also be made on an anonymous basis. We encourage you to share your identity when disclosing as it will make it easier to address your matter; however, you are not required to do so. Over the course of any investigation and after the investigation is finalised, the protections under this Policy will apply to you.

If you wish to remain anonymous, Stanmore will:

- communicate with you through a channel you advise, including an anonymous telephone number or email address; and
- if you wish, adopt a pseudonym for the report (e.g. in cases where your identity is known to the recipient, but you do not wish your identity to be known to anyone else).

Should you wish to disclose a matter anonymously, it is recommended you make the disclosure using the Integrity Hotline Service.

#### **d) Disclosing externally**

Nothing in this Policy restricts you from disclosing a concern to which this Policy applies to:

- the Australian Securities and Investments Commission (ASIC) or Australian Prudential Regulation Authority (APRA);
- the Australian Taxation Office (ATO), for reports relating to tax matters; or
- a legal practitioner to obtain legal advice or legal representation about the operation of the whistleblower provisions in the Act.

#### **e) Public interest and emergency disclosures**

In limited circumstances, you may qualify for protection as a whistleblower under the Act if you make a public interest or emergency disclosure to a member of Parliament or a journalist. The protections will apply only if you first meet a series of strict conditions, including that disclosure must have previously been made to ASIC, APRA or a prescribed body (90 days must have passed for a public interest disclosure) and written notice to the body to which disclosure was made has been given before the public interest or emergency disclosure.

It is essential that you understand the criteria for making a public interest or emergency disclosure. It is recommended that you obtain independent legal advice if you are considering making a public interest or emergency disclosure.

## **4. WHAT PROTECTION AND SUPPORT ARE AVAILABLE TO ME?**

### **4.1 Civil, criminal and administrative liability protection**

If you make a report that qualifies for protection under this Policy:

- you are not subject to any civil, criminal or administrative liability (including disciplinary action) for making the report;
- no contractual or other remedy may be enforced, and no contractual or other right may be exercised against you on the basis of the report; and
- the information you provide may not be admissible in evidence against you in legal proceedings where the requirements of the Act have been met (unless you have provided false information).

However, this does not prevent you from being liable for other conduct (or misconduct) by you that is revealed by your report.

### **4.2 Confidentiality and protection of your identity**

A recipient of your disclosure may only disclose your identity:

- with your consent;
- to ASIC, APRA or the Australian Federal Police (AFP), or the ATO, if the disclosure concerns Stanmore's tax affairs; or
- to a legal practitioner to obtain legal advice concerning the operation of the whistleblower provisions in the Act and this Policy.

You should, however, be aware that it may be necessary for Stanmore to share information that is likely to reveal your identity so that it can investigate your report. If this occurs, Stanmore will take all reasonable steps to reduce the risk that your identity can be revealed.

It is illegal for a person to identify you, or disclose information that is likely to lead to your identification, other than under the exceptions listed above.

If you believe your confidentiality has been breached, you may lodge a complaint with a regulator, such as ASIC, APRA or the ATO.

The investigator will explain the obligation of confidentiality in further detail to those parties involved. Please refer to Stanmore's Privacy Policy for more information about how Stanmore will protect your confidentiality.

#### **4.3 Protection from detrimental conduct (victimisation)**

Detrimental treatment includes (actual or threatened) dismissal, demotion, harassment, discrimination, disciplinary action, bias, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

If you are subject to actual or threatened detriment (defined below) because you made a report under this Policy, you should raise this as a concern under paragraph 3.2 of this Policy.

Actual detriment occurs when:

- you (or another person) are subjected to actual detriment by another person;
- because that other person believes or suspected that you, or any other person, made, may have made, proposes to make or could make a report under this Policy; and
- that person's belief or suspicion is the reason, or part of the reason, for the person's conduct.

Threatened detriment occurs when:

- another person threatens to cause you (or another person) detriment;
- that person intends you to fear that their threat will be carried out, or is reckless as to whether you fear that their threat will be carried out; and
- that person makes the threat because you made (or may make) a report under this Policy.

Stanmore Personnel must not engage in any detrimental conduct about anyone who may make or may have made a report under this Policy. Substantiated instances of such behaviour could lead to disciplinary action, up to and including the termination of employment.

The following is not considered to be detrimental conduct:

- administrative action that is reasonable to protect you from detriment; or
- managing your unsatisfactory work performance in accordance with Stanmore's performance management framework.

Stanmore will protect you from detriment by:

- undertaking an assessment of the risk of detriment against you and other persons, as soon as practicable after receiving a report;
- advising you of your ability to access Stanmore's Employee Assistance Program (see paragraph 8 for details);
- considering any actions necessary (e.g. performance of duties from another location, temporary reassignment of staff, other modifications to the workplace or the way duties are performed; and
- ensuring management are aware of their responsibilities under this Policy.

#### **4.4 Compensation and other remedies**

You may be able to seek compensation and other remedies through the courts in the event it is established that:

- you suffer loss, damage or injury because of your report; and
- Stanmore failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

You should seek independent legal advice if you wish to seek compensation or other remedies.

## 5. WHAT SHOULD I INCLUDE IN A REPORT?

To enable thorough consideration of your report, including to determine whether an investigation is required, please provide as much detail as possible in your report. You should include as many of the following details as possible:

- the names of all parties involved in the alleged conduct;
- a detailed description of the conduct complained of;
- a list of all relevant witnesses;
- details of when and where the conduct occurred (date, time, location etc.); and
- what records may exist that would be useful for an investigator to review (e.g. receipts, file notes, emails, etc.)

## 6. WHAT HAPPENS AFTER I MAKE A REPORT?

### 6.1 Handling a disclosure

If you make your report internally or to BDO Secure, that information will be forwarded to the Whistleblowing Officer. The Whistleblowing Officer or investigator will contact you to obtain any additional information relevant to your report.

The Whistleblowing Officer will need to assess your report to determine whether:

- it qualifies for protection under this Policy; and
- a formal investigation is required

The Whistleblowing Officer will:

- discuss with you the protections available to you under this Policy regarding the disclosure of your identity
- ask you whether you consent to your identity being disclosed to a limited number of individuals within Stanmore (e.g. your line manager) or externally (e.g. an independent investigator) to assist with the conduct of the investigation; and
- provide you with support during the investigation.

If you make an anonymous report and do not provide contact details, the Whistleblowing Officer will assess your report per the principles below.

### 6.2 Investigating a disclosure

- If there is a sufficient prima facie case based on the material you have disclosed, your report will be investigated – either internally (i.e. by a Stanmore employee) or by an external investigator.
- The Whistleblowing Officer, Chief Executive Officer, and Chief Financial Officer (**Whistleblowing Review Group**) will consider the nature of your report and the individuals involved to determine the best course of action.
- If the Whistleblowing Review Group determines that an investigator (internal or external) should be appointed, the Whistleblowing Officer will appoint and brief an investigator. Depending on your

instructions, the investigator may not be told your identity. Stanmore will advise the investigator of the degree to which (if at all) you consent to your identity being disclosed during the investigation.

- Having regard to the principles of procedural fairness and natural justice, the investigator will interview you, any relevant witnesses, and the individuals that are the subject of, or are named in, your report (though not necessarily in that order).
- If you have not consented to your identity being revealed during the investigation, the investigator will not disclose your identity to anyone involved in the investigation. However, please refer further to paragraph 4.2 in relation to the necessity to provide information in an investigation that is likely to reveal your identity.
- Once the investigator has made all the necessary enquiries, the investigator will prepare a report that summarises the evidence and the investigator's findings regarding each allegation. If you have not consented to your identity being disclosed during the investigation, your name will not be referred to in the report.
- The investigator's report (subject to preserving your confidentiality) will be provided to the Whistleblowing Review Group which will consider the findings of that investigation and determine the next steps to be taken (e.g. disciplinary action or referral to external entities).
- If there is a sufficient prima facie case to investigate you will be notified within two weeks of lodging your report. After that time, the timeframes for undertaking the investigation and preparing the report will depend on the nature of the report. You will be provided with updates, the frequency of which may depend on the investigation, if you can be contacted.

### **6.3 Ensuring confidentiality**

Stanmore Personnel who are involved in an investigation are required to preserve confidentiality in relation to the investigation. The investigator will explain this obligation further to those parties involved.

Failure to comply with these confidentiality obligations could result in disciplinary action, up to and including the termination of employment.

All files and records created from an investigation will be retained securely.

## **7. FAIR TREATMENT OF INDIVIDUALS MENTIONED IN A DISCLOSURE**

Stanmore will take the following steps to ensure the fair treatment of any employee or other person mentioned in a disclosure:

- disclosures will be handled confidentially when it is practical and appropriate in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation will be to determine whether there is enough evidence to substantiate or refute the matter reported;
- when an investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken; and
- an employee who is the subject of a disclosure will be supported.

Stanmore may determine the most appropriate time to inform the individual who is the subject of a disclosure about the investigation, provided that they inform the individual before making any adverse finding against them. In some circumstances, informing the individual at an early stage of an investigation may compromise the effectiveness of the investigation, such as when there may be

concerns that the individual may destroy information or the disclosure needs to be referred to ASIC, APRA, the ATO or the AFP.

## **8. ADDITIONAL SUPPORT AVAILABLE TO EMPLOYEES INVOLVED IN THE PROCESS**

Stanmore will provide training on the operation of this Policy to its officers and employees.

Stanmore's Employee Assistance Program is available to all employees and their family members. You can contact Gryphon Psychology at 1800 056 076.

## **9. HOW TO ACCESS THIS POLICY**

This Policy will be made available on Stanmore's website ([www.stanmore.net.au](http://www.stanmore.net.au)). Personnel will also be able to access this Policy on Stanmore's intranet.

## **10. COMPLIANCE AND REVIEW**

This Policy will be reviewed by the Whistleblowing Officer from time to time to ensure that it remains effective and meets the requirements of Stanmore. This Policy is not a term and condition of any contract, including an employment contract.