

# XANADU MINES LTD

## WHISTLEBLOWER POLICY

## 1. INTRODUCTION

- 1.1 Whistleblowers play an important role in the identification of wrongdoing and for this reason, they are key players in a company's governance framework, particularly in the area of risk management.
- 1.2 Xanadu Mines Ltd (**Xanadu** or the **Company**) and its controlled entities (the **Group**) recognise that individuals who are considering reporting wrongdoing may fear that their identity will be disclosed and that they will suffer retribution or other detriment by reason of having reported wrongdoing.
- 1.3 Xanadu encourages a culture of reporting actual or suspected conduct which is illegal, unacceptable or undesirable and any person who reports conduct as a whistleblower who is acting honestly, reasonably and with a genuine believe about the conduct will be supported and protected.

## 2. PURPOSE

- 2.1 The purpose of this Whistleblower Policy (**Policy**) is to:
  - a) support the Group's values and *Code of Conduct*;
  - b) ensure that individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported by the Group;
  - c) ensure that whistleblower disclosures are dealt with appropriately and on a timely basis;
  - d) provide transparency regarding the Group's processes for receiving, handling and investigating whistleblower disclosures;
  - e) encourage employees and business partners of the Group to have the confidence to speak up and report wrongdoing; and
  - f) help deter wrongdoing.
- 2.2 Words in **bold** have the meaning stated in Section 10 Definitions and appear in bold when first used.

## 3. WHO DOES THIS POLICY APPLY TO?

- 3.1 This policy covers all **Eligible Persons**. Any person in the Group can make a disclosure of **Reportable Conduct** under this Policy and is encouraged to do so.

## 4. HOW TO MAKE A DISCLOSURE OF REPORTABLE CONDUCT

- 4.1 Disclosure of Reportable Conduct may be made by contacting a designated **Whistleblower Protection Officer**. Disclosures may be made anonymously, confidentially, securely and outside of business hours.
- 4.2 The Group's Whistleblower Protection Officers are:

Whistleblower Protection Officer	Contact details
Company Secretary	E: <a href="mailto:info@xanadumines.com">info@xanadumines.com</a>
Chair of the Audit and Risk Committee	E: <a href="mailto:info@xanadumines.com">info@xanadumines.com</a>

- 4.3 Disclosure of Reportable Conduct must be based on information that is directly known to the person making the disclosure. That person must have reasonable grounds to suspect the alleged Reportable Conduct has occurred or is likely to occur. This does not include rumours of Reportable Conduct or hearsay.
- 4.4 When making a disclosure of Reportable Conduct, whistleblowers are encouraged to clearly communicate that they are making a disclosure of Reportable Conduct and to provide as much information as possible, including any known details related to the Reportable Conduct and any steps that have been taken to disclose the matter elsewhere in an attempt to resolve the concern.
- 4.5 Whistleblowers are not expected to investigate their concerns or to provide their validity prior to making a disclosure of Reportable Conduct.

- 4.6 Persons making a disclosure of Reportable Conduct may advise that they wish to remain anonymous or place restrictions on who knows their identity. The Group will comply with these requests and will still make best endeavours to investigate an anonymous disclosure. However, there may be limitations in investigating a disclosure where a whistleblower does not consent to disclosure of their identity.
- 4.7 If a discloser wishes to remain anonymous, if possible, they should maintain ongoing two-way communication with the Group so the Group can ask follow-up questions or provide updates and feedback.
- 4.8 If an Eligible Person discloses Reportable Conduct to an **Eligible Recipient**, the Eligible Recipient must as soon as reasonably possible and with the whistleblower's consent, notify a Whistleblower Protection Officer to ensure that the Group's mechanisms for protecting and safeguarding disclosers can commence as soon as possible.
- 4.9 Whistleblowers may qualify for protection if disclosures of Reportable Conduct are made to legal practitioners, the policy or other regulatory bodies.<sup>1</sup>
- 4.10 The Group will not prevent (whether through a confidentiality agreement or otherwise) an Eligible Person from making a disclosure of Reportable Conduct to a regulator, the police or legal counsel but whistleblowers are encouraged to contact a Whistleblower Protection Officer or independent legal practitioner prior to making a "public interest" or "emergency disclosure" in order to properly understand the criteria that qualifies those types of disclosures for protection.

## 5. CONFIDENTIALITY OF A WHISTLEBLOWER'S IDENTITY

- 5.1 The Group will take disciplinary action, which may include dismissal, against any person who makes an unauthorised disclosure of the identity of a person who makes a disclosure of Reportable Conduct under this Policy or of information that is likely to lead to the identification of that person.
- 5.2 It is an offence under the Australian law for a person who has directly or indirectly obtained information about the identity of a person who has made a protected disclosure, to disclose the identity of that person or information that is likely to lead to the identification of that person, without authorisation or in accordance with applicable laws.

## 6. HOW WILL A DISCLOSURE OF REPORTABLE CONDUCT BE ADDRESSED?

- 6.1 The Whistleblower Protection Officers are responsible for receiving, forwarding and acting upon disclosures made under this Policy.
- 6.2 A disclosure will be acknowledged by the Whistleblower Protection Officer within a reasonable period after the disclosure is received, if the discloser can be contacted.
- 6.3 Disclosures of Reportable Conduct will be assessed by the Whistleblower Protection Officer as to whether further investigation is appropriate. The matters will then be referred to a designated **Whistleblower Investigation Officer** for investigation.
- 6.4 The whistleblower will be informed of the Whistleblower Investigation Officer's appointment and the Whistleblower Investigation Officer will contact the whistleblower as soon as practicable to acknowledge receipt of the disclosure and to establish a process, including expected timeframes, for reporting to the whistleblower on the progress of dealing with the disclosure (except where the disclosure has been made on an anonymous basis).
- 6.5 The whistleblower will be contacted by the Whistleblower Investigation Officer, as soon as practicable, to discuss the whistleblower's welfare and to discuss a communication process, if required (except where the disclosure has been made on an anonymous basis).

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<sup>1</sup> In Australia, this includes the Australian Taxation Officer, the Australian Prudential Regulation Authority (**APRA**) and the Australian Securities and Investments Commission (**ASIC**) and where the disclosure qualifies as "public interest" or "emergency" disclosure under Australian law, journalists or members of the Commonwealth, state or territory parliaments.

- 6.6 If it is determined that there is insufficient information or evidence to warrant further investigation, the whistleblower will be informed at the earliest possible opportunity. No further action will be taken (except where the disclosure has been made on an anonymous basis).
- 6.7 Where a formal investigation is initiated, this will be an objective fair, independent, thorough and confidential process, without bias, conducted by the Whistleblower Investigation Officer.
- 6.8 Investigations will be independent of the business unit in respect of which allegations have been made, the whistleblower, or any person who is the subject of the Reportable Conduct.
- 6.9 The whistleblower will be informed by the Whistleblower Investigation Officer of the final outcome of the investigation, where appropriate and possible.
- 6.10 Where investigations substantiate an allegation arising from the disclosure of Reportable Conduct, the matter will be dealt with in accordance with established administrative or disciplinary procedures, which may result in disciplinary action, including termination of employment or engagement and matters may be referred to external parties where appropriate (e.g. in matters that may involve criminal behaviour).
- 6.11 All information relating to a disclosure and its investigation will be retained under strict security and confidentiality.
- 6.12 Unauthorised release of information to someone not involved in the investigation without the consent of a whistleblower will be a breach of this Policy except where the disclosure is required by law or it is appropriate to make the disclosure to a regulator. Only a restricted number of people who are directly involved in handling and investigating a disclosure are made aware of a discloser's identity or information that is likely to lead to the identification of the discloser.

## **7. PROTECTION AGAINST DETRIMENT**

- 7.1 A person cannot engage in conduct that causes detriment to a discloser (or another person) in relation to a discloser if:
  - a) that person believes or suspects that the discloser made, may have made, proposes to make or could make a disclosure that qualifies for protection; and
  - b) the belief or suspicion is the reason, or part of the reason, for the conduct.
- 7.2 All persons must abstain from any activity that is or could be perceived to be victimisation or harassment of persons who make disclosures under this Policy.
- 7.3 The Group will take disciplinary action, which may include dismissal, against any person who causes detriment or threatens to cause detriment to a person because they believe or suspect that the person has made, proposes to make or could make a disclosure under this Policy.
- 7.4 For the purposes of this Policy, 'detriment' includes but is not limited to dismissal, injury of a person in his or her employment or engagement, alteration of a person's position or duties to his or her disadvantage, discrimination, harassment, intimidation, harm or injury to a person including psychological harm, damage to a person's property, reputation, business or financial position, and any other damage to a person.
- 7.5 Australian law provides that a court may order a person who causes detriment to a whistleblower to pay the whistleblower compensation in respect of any loss or damage suffered.

## **8. REPORTING, MONITORING AND REVIEWS OF INVESTIGATIONS**

- 8.1 This Policy sets out the minimum standards required for all personnel of the Group.
- 8.2 The Whistleblower Investigation Officer is to report to the Audit & Risk Committee with respect to the disclosure and investigation of Reportable Conduct.
- 8.3 If a person who makes a disclosure of Reportable Conduct considers that their disclosure has not been dealt with in accordance with this Policy, or that they have been subject to retribution or other detriment as a result of making the disclosure, the matter should be escalated to the Whistleblower Investigation Officer in the first instance or otherwise to the Chair of the Audit & Risk Committee.

8.4 The Whistleblower Investigation Officer, in consultation with the Chair of the Audit & Risk Committee, will determine the most appropriate course for handling the matter, which may include informal resolution options or a formal investigation.

8.5 Any matters of a criminal nature will be reported by the Whistleblower Investigation Officer, in consultation with the Chair of the Audit & Risk Committee, to the police and, if appropriate, other appropriate regulatory authorities.

## 9. ACCESS TO THIS POLICY

9.1 This Policy will be made available in the Governance section of the Group’s website. A copy may also be obtained from a Whistleblower Protection Officer.

## 10. TRAINING

10.1 The Group will provide training to employees in respect of their rights and obligations under this Policy and will provide training to managers and others who may receive disclosures made under this Policy on how to handle those disclosures.

## 11. REVIEW OF POLICY

11.1 This Policy and related procedures shall be reviewed periodically (and at least every 2 years) by the Audit & Risk Committee to ensure that whistleblower reports are being appropriately recorded, investigated and responded to and to consider whether any changes are required to the Policy or procedures. Any amendments to this Policy must be approved by the Board.

## 12. DEFINITIONS

<b>Eligible Person</b>	Directors, officers, employee, contractors, consultants, suppliers, third party providers, secondees, auditors, advisers and former employees of the Group, and includes relatives and dependents of any of those persons.
<b>Eligible Recipient</b>	An officer or senior manager of the Group, the internal or external auditor (including a member of an audit team conducting an audit) or actuary or a person authorised by the Group to receive disclosure that may qualify for protection.
<b>Reportable Conduct</b>	Actual or suspected illegal, unacceptable or undesirable conduct. This may include conduct or behaviour (actual or attempted) that is: dishonest; unethical; fraudulent; corrupt; non-compliant with, or may give rise to questionable, accounting or auditing practices; a serious risk to public health, public safety or the environment; or inconsistent with the Code of Conduct or other Group policies.  Reportable Conduct can include the conduct of a third party such as a supplier or service provider.  Some examples include: (a) illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property; (b) fraud, money laundering or misappropriation of funds; (c) offering or accepting a bribe; (d) financial irregularities; (e) failure to comply with, or breach of, legal or regulatory requirements; and (f) engaging in or threatening to engage in detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure.
<b>Whistleblower Investigation Officer</b>	Means the person(s) who are responsible for leading investigations into disclosures made in accordance with this Policy. The Whistleblower Investigation Officer will be a different person to the Whistleblower Protection Officers.
<b>Whistleblower Protection Officer</b>	Means the persons set out in section 2 of this Policy.

## **13 AUTHORITY**

This policy was approved by the Board on 30 July 2020.