



ACN 168 586 445

Whistleblower Policy

Winchester Energy Limited

ACN 168 586 445

and its subsidiaries

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Whistleblower Policy

1. Purpose

- 1.1 Winchester Energy Limited (**Winchester** or the **Company**) requires its directors, officers and employees to observe high standards of business conduct and are expected to act with integrity and objectivity, striving at all times to enhance the reputation and performance of Winchester.
- 1.2 Winchester is committed to fostering a culture that encourages, supports and maintains high standards of honest and ethical behaviour, corporate compliance, social responsibility and good governance.
- 1.3 Winchester has adopted this Policy to support this culture by encouraging Stakeholders to report incidents of wrongdoing and ensuring that each Stakeholder that reports wrongdoing can do so and is protected from reprisal, discrimination, intimidation or victimisation.
- 1.4 This Policy has been drafted to comply with Winchester's obligations under the *Corporations Act 2001* (Cth) (**Corporations Act**), the *Taxation Administration Act 1953* (Cth) (**Tax Act**) and any other applicable laws.
- 1.5 This Policy will be made available to officers and employees of the Company on Winchester's website and in such other ways as will ensure the Policy is available to employees and persons wishing to use it.
- 1.6 Winchester will from time to time conduct training for officers, employees and contractors on the operation of the whistleblower regime under this Policy and the Corporations Act.

2. Who does this Policy apply to?

- 2.1 This Policy applies to all:
 - (a) current and former employees, volunteers, directors, officers, associates, agents, consultants, suppliers (including employees of suppliers), contractors (including employees of contractors); and
 - (b) relatives, dependents, spouses, or dependants of a spouse of any of the above,(together, **Stakeholders**).
- 2.2 Disclosing Stakeholders will qualify for protection under this Policy and the Corporations Act if any disclosure of Reportable Conduct is made to:
 - (a) the Designated Officer;
 - (b) the Australian Securities and Investments Commission (**ASIC**);
 - (c) the Australian Prudential Regulation Authority (**APRA**);
 - (d) a Commonwealth authority prescribed to be an authorised recipient of whistleblower concerns for the purpose of section 1317AA(1)(b) of the Corporations Act; or
 - (e) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to whistleblower protection laws.

- 2.3 In addition to the protections outlined in paragraph 7, a disclosing Stakeholder will also qualify for protections available under the Corporations Act and the Tax Act if they make a disclosure that qualifies for protection under those statutes.
- 2.4 It is a condition of any employment or engagement by Winchester that all employees, officers and contractors of Winchester must comply at all times with this Policy.
- 2.5 Subject to paragraph 9, Winchester may amend this Policy from time to time to ensure that it remains effective and meets best practice standards.

3. Reportable conduct

3.1 A Stakeholder should make a disclosure under this Policy if a Stakeholder reasonably suspects that conduct or a state of affairs exists in relation to Winchester that is any of the following:

- (a) any concern that an employee, director or officer of Winchester has committed an actual or apparent violation of Winchester's Code of Conduct or any other policy or procedure of Winchester;
- (b) any actual or apparent violation of Winchester's Continuous Disclosure Policy and Trading Policy;
- (c) any complaint regarding accounting, internal controls, disclosure controls or auditing matters including dishonest, fraudulent or corrupt practices;
- (d) a danger or significant risk to public safety or the financial system;
- (e) any good faith concerns regarding questionable accounting or auditing matters;
- (f) a breach of any legal obligation, including regulatory or contractual obligations or requirements; or
- (g) any other kind of misconduct or improper state of affairs or circumstances;

(together, **Reportable Conduct**).

3.2 The protections under this Policy and the Corporations Act do not apply to disclosures that:

- (a) do not relate to Reportable Conduct;
- (b) relate to Reportable Conduct that are false, untrue or incorrect, however in circumstances where disclosure of Reportable Conduct is incorrect a disclosing Stakeholder can still qualify for protection under this Policy and the Corporations Act; or
- (c) subject to paragraph 3.5, relate only to personal work-related grievances and do not otherwise relate to Reportable Conduct.

3.3 Examples of personal work-related grievance include complaints an employee or former employee may hold concerning:

- (a) the terms and conditions of their employment;
- (b) an interpersonal conflict with another employee;
- (c) any disciplinary or performance management process; or

(d) the termination of their employment.

3.4 A personal work-related grievance may be reported under Winchester's Code of Conduct, further information of which can be obtained from Winchester's Company Secretary.

3.5 A personal work-related grievance may still qualify for protection under the Corporations Act and this Policy if:

(a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance;

(b) Winchester has breached employment or other laws, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the disclosing Stakeholder's personal circumstances;

(c) the disclosing Stakeholder suffers from or is threatened with detriment for disclosing Reportable Conduct; or

(d) the disclosing Stakeholder seeks legal advice or legal representation about the operation of whistleblowing protections under the Corporations Act.

4. Reporting procedures

4.1 The Company has several channels for making a report or disclosure, internally and externally to Winchester, if a Stakeholder becomes aware of any issue or behaviour the Stakeholder considers to be Reportable Conduct.

4.2 The Company has appointed an independent **officer (Designated Officer)** to receive and handle disclosures by Stakeholders.

4.3 A Stakeholder that discloses Reportable Conduct with the Designated Officer is entitled to protection under this Policy and the Corporations Act. Protection applies from the time the disclosure is made regardless of whether the disclosing Stakeholder recognises at the time of making the disclosure that a concern relates to Reportable Conduct.

4.4 A disclosing Stakeholder may choose to remain anonymous whilst disclosing the Reportable Conduct, during the investigation of the matter and once the investigation of the matter is finalised.

4.5 In circumstances where a disclosing Stakeholder does not wish to raise a concern in respect of Reportable Conduct with the Designated Officer, concerns may be raised with:

(a) a lawyer, where the information is disclosed for the purpose of obtaining advice about the whistleblower protection regime established in the Corporations Act;

(b) Winchester's internal or external auditor;

(c) ASIC;

(d) APRA; or

(e) a Commonwealth authority prescribed to be an authorised recipient of whistleblower concerns for the purpose of section 1317AA(1)(b) of the Corporations Act.

4.6 Where a disclosing Stakeholder believes that Reportable Conduct is a matter of public interest (**Public Interest Disclosure**) or an emergency due to some imminent threat or danger (**Emergency Disclosure**), a disclosing Stakeholder may make a disclosure to:

- (a) a journalist; or
- (b) a member of Parliament,

however, prior to making a Public Interest Disclosure or Emergency Disclosure a disclosing Stakeholder must contact an independent legal advisor for information in respect to the criteria for making a Public Interest Disclosure or Emergency Disclosure.

4.7 Subject to disclosing Reportable Conduct to an external body as described in paragraph 4.5, Reportable Conduct disclosed to a Designated Officer should be raised in the following manner:

- (a) Any disclosing Stakeholder may submit, on a confidential and or anonymous basis if the Stakeholder so desires, a disclosure of Reportable Conduct and any good faith concerns regarding any item within the scope of this Policy.
- (b) All such concerns shall be set forth in writing and forwarded as private and confidential to the Designated Officer, who is required and obliged to investigate and resolve all and any reports, unless a disclosure is a Public Interest Disclosure or Emergency Disclosure.
- (c) Correspondence should be clearly labelled as follows:

Private and Confidential, to the Designated Officer. Submitted in accordance with Winchester's Whistleblower Policy.

Reports may be emailed directly to the Designated Officer at admin@winchesterenergy.com or posted to PO Box 641, West Perth, WA 6872, Australia.

4.8 If the disclosing Stakeholder would like to discuss any matter with the Designated Officer, the disclosing Stakeholder should indicate this in the submission and include a telephone number at which he or she may be contacted.

4.9 A disclosing Stakeholder may make a disclosure to the Designated Officer openly or anonymously, in person, by phone or email and during or outside of business hours. Any anonymous disclosure of Reportable Conduct will still qualify for protection under this Policy and the Corporations Act.

4.10 Where the matter involves the tax affairs of the Company, a disclosure may be raised with:

- (a) the Designated Officer;
- (b) employees of other officers of the Company who have functions or duties that relate to the tax affairs of the Company; or
- (c) the Company's appointed auditor, registered tax or business activity statements (**BAS**) agent, or the Commissioner of Taxation,

disclosing Stakeholders can disclosure Reportable Conduct directly to these persons without making a prior disclosure to the Company or the Designated Officer.

5. Investigation procedures

5.1 The Designated Officer will assess all disclosures made under this Policy to determine whether:

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- (a) the disclosure constitutes Reportable Conduct that falls within the scope of this Policy; and
 - (b) sufficient evidence to substantiate or refute the matters raised in the disclosure exist and does not require formal investigation.
- 5.2 Where it is determined that a formal investigation is required, the Designated Officer will determine as soon as practicable, having regard to the nature and content of the Reportable Conduct, the process for conducting the investigation, including:
- (a) advising the Company's Chief Executive Officer and the Company Secretary of Reportable Conduct concerns received, prior to the date of his or her final report, unless the Designated Officer determines that it would be inappropriate in the circumstances;
 - (b) whether any necessary corrective and disciplinary action is required, where appropriate; and
 - (c) whether the Designated Officer will require assistance from other employees, directors or officers of Winchester, or retain, at Winchester's expense, outside legal, accounting or other assistance in conducting any investigation.
- 5.3 During a formal investigation, the Designated Officer will provide the disclosing Stakeholder with regular updates, the frequency and timeframes of which may vary depending on the nature of the Reportable Conduct, providing the disclosing Stakeholder can be contacted without compromising the anonymity of the disclosing Stakeholder.
- 5.4 A disclosing Stakeholder can choose to remain anonymous whilst making a disclosure of Reportable Conduct, over the course of any investigation and after any investigation is finalised.
- 5.5 Each investigation conducted under this Policy must be conducted in a thorough, objective, fair and independent manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and any other relevant circumstances.
- 5.6 The Designated Officer shall report any valid inquiries or Reportable Conduct received, including the results of an investigation, to the Company's board of directors.
- 5.7 A Stakeholder not satisfied with the outcome of an investigation may request a review of the findings.
- 5.8 The Company has adopted secure record-keeping and information sharing procedures to protect the identity of a disclosing Stakeholder and maintain the confidentiality of each disclosure of Reportable Conduct in accordance with obligations described in paragraph 7.3 and under the Corporations Act and the Tax Act.
- 5.9 The Designated Officer shall retain records in relation to Reportable Conduct disclosures in a secure manner for a period of not less than five years.
- 6. Fair treatment of Stakeholders implicated in Reportable Conduct**
- 6.1 Using his or her best judgment, the Designated Officer shall advise any Stakeholder that the Stakeholder has been named in an investigation of Reportable Conduct:
- (a) as and when required by the principles of natural justice and procedural fairness, including by giving the opportunity to respond to the Reportable Conduct in writing; or
 - (b) prior to any actions being taken in respect of the Reportable Conduct.
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6.2 Any Stakeholder named in an investigation of Reportable Conduct shall be informed of the outcome of the investigation, if any.

6.3 Any investigation of Reportable Conduct must be kept confidential and should only be disclosed to those persons who have a need to know the information for the proper performance of their functions under this Policy, or for the proper performance of an investigation of Reportable Conduct.

7. Protection of whistleblowers

7.1 In conducting his or her investigation, the Designated Officer shall use his or her reasonable best efforts to protect the confidentiality and anonymity of the Stakeholder making a disclosure, subject to the Designated Officer's need to conduct a thorough investigation.

7.2 Protections under this Policy apply not only to disclosure of Reportable Conduct made to the Designated Officer, but also to any person or body stated in paragraph 4.5.

7.3 The Company has a legal obligation to protect the confidentiality of a disclosing Stakeholders identity, thus information concerning Reportable Conduct disclosures may only be disclosed without the disclosing Stakeholder's consent if:

- (a) such information does not contain the disclosing Stakeholder's identity;
- (b) the Company has taken all reasonable steps to reduce the risks that the disclosing Stakeholder's identity will be revealed from the information; or
- (c) the disclosure is reasonably necessary to investigate the Reportable Conduct thoroughly.

7.4 Any disclosures of a disclosing Stakeholder's identity or information likely to reveal the identity of the disclosing Stakeholder will be made on a strictly confidential basis and with the disclosing Stakeholder's consent, subject to the exceptions in the Corporations Act, and or with the purpose of obtaining legal advice or representation.

7.5 Winchester will not permit retaliation, harassment or any other kind of detrimental conduct as described in the Corporations Act against a disclosing Stakeholder. Any disclosing Stakeholder that is subjected to any kind of retaliation, harassment or detrimental conduct should immediately notify the Designated Officer or an external body listed in paragraph 4.5.

7.6 A disclosing Stakeholder can seek compensation and other remedies through the courts if:

- (a) loss, damage or injury is suffered because of a disclosure of Reportable Conduct; or
- (b) Winchester has failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

7.7 A disclosing Stakeholder will be protected from:

- (a) civil liability;
- (b) criminal liability; and
- (c) administrative liability,

to Winchester in relation to making a disclosure of Reportable Conduct in accordance with the Corporations Act and the Tax Act.

7.8 Release of information to a person not involved in an investigation (other than those authorised), without consent of the disclosing Stakeholder, will be a breach of the relevant law and this Policy.

8. Further support for disclosing Stakeholders

8.1 Winchester will take all reasonable steps to ensure that a disclosing Stakeholder is:

- (a) supported throughout the process of disclosing Reportable Conduct and any subsequent investigation;
- (b) afforded appropriate confidentiality considerations by ensuring the disclosing Stakeholder's identity is protected by the use of risk-reduction, secured record-keeping and information-sharing processes;
- (c) protected from detriment, including:
 - (i) assisting the disclosing Stakeholder to manage stress, time and performance impacts resulting from disclosure of Reportable Conduct;
 - (ii) assignment to another role, location, of modification to workplace or reporting lines;
 - (iii) ensuring those people involved in any investigation are reminded of Winchester's legal obligations of confidentiality; and
 - (iv) to any extent reasonable in the circumstances, remedy the effects of any detriment already suffered;
- (d) receives the appropriate protections outlined in paragraph 7 above; and
- (e) acknowledged prior to and informed of any updates in relation to Reportable Conduct disclosures or subsequent investigations or conclusions of an investigation in a timely manner.

9. Amendments

9.1 Revisions, amendments or alterations to this Policy can only be implemented following consideration and approval by the Company's board of directors.