

WHISTLEBLOWER POLICY

INTRODUCTION

Whistleblowing refers to the act of raising concerns about potential, suspected or actual misconduct within an organisation which is a key element to achieving transparency and accountability.

Norton Gold Fields Pty Ltd (the Company) is committed to creating a working environment in which employees can raise concerns regarding unethical, unlawful or undesirable conduct or practices.

Conduct that appears illegal, unethical or otherwise improper, should be reported but employees may feel apprehensive about raising their concerns because of the fear of possible adverse repercussions. This Whistleblower policy aims to make employees feel confident about raising concerns internally, by offering a reporting and investigative mechanism that is objective, confidential and independent, and protects employees from reprisal or disadvantage.

PURPOSE

This Policy:

- applies to Norton Gold Fields Pty Ltd ACN 112 287 797 (the Company) and its operations in Australia;
- seeks to deter wrongdoing, by encouraging disclosure of wrongdoings; and
- seeks to ensure that eligible whistleblowers can disclose safely, securely and with confidence that they will be protected by the Australian laws that apply.

Defined terms not otherwise defined in this Policy have the meaning set out in the *Corporations Act 2001* (Corps Act) or the *Taxation Administration Act 1953*.

ELIGIBLE WHISTLEBLOWERS

An Eligible Whistleblower includes:

- ✓ a person who is an officer or employee of the Company (including permanent, part-time, fixed-term or temporary employees);
- ✓ an individual who is an Associate of the Company; or
- ✓ an individual who supplies goods or services to the Company (whether paid or unpaid) or an employee of a supplier (which may include contractors, consultants and service providers),
- ✓ an individual who has held any of the above positions or is a relative, dependant or spouse of any of the individuals set out above.

DISCLOSABLE MATTERS

The protections are only provided to Eligible Whistleblowers that make disclosures about Disclosable Matters. A Disclosable Matter is any information that:

- ✓ concerns misconduct or an improper state of affairs or circumstances in relation to the Company or one of its related bodies corporate;
- ✓ concerns the occurrence or threat of 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;
- ✓ indicates the Company, a related body corporate or one of its officers or employees has engaged in conduct that is an offence:
 - against, or a contravention of, a relevant Australian law; or
 - against any other law of the Commonwealth of Australia punishable by imprisonment for 12 months or more; or
- ✓ represents a danger to the public or the financial system in Australia.

A Disclosable Matter could include: illegal conduct, such as theft, dealing in (or use of) illicit drugs, violence and criminal damage against property; fraud, money laundering or misappropriation of funds; offering or accepting a bribe; failure to comply with, or breach of, legal or regulatory requirements; or engaging in or threatening to engage in detrimental conduct against a discloser or suspected discloser.

A Disclosable Matter ordinarily wouldn't include solely personal work-related grievances like interpersonal conflict between the discloser and another employee, a workplace decision that does not involve a breach of workplace laws, a decision about the terms and conditions of engagement of the discloser or a decision to suspend or terminate the engagement of a discloser (or otherwise discipline the discloser).

However, disclosures relating to, or including, personal work-related grievances may be protected if:

- ✓ it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- ✓ the Company has breached employment or other laws punishable 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 beyond the discloser's personal circumstances;
- ✓ the discloser suffers from or is threatened with detriment for making a disclosure; or
- ✓ the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corps Act.

FALSE REPORTS

An Eligible Whistleblower who makes a disclosure must have reasonable grounds to suspect the information or relevant state of affairs to qualify for protection. If they do have reasonable grounds, the protections will still apply even if a disclosure turns out to be incorrect.

Where a person knowingly or recklessly makes a false report of misconduct this will be considered as a serious matter and the person will be subject to disciplinary action under Company's Employee Underperformance Management Policy.

ELIGIBLE RECIPIENT

A disclosure must be made directly to Company Secretary (Eligible Recipient).

A Disclosable Matter can also be made to a qualified legal practitioner for taking legal advice or representation regarding the whistleblower provisions in the Corps Act, or to ASIC, APRA or another Commonwealth body prescribed by regulation (Commonwealth Body).

A disclosure made by an Eligible Whistleblower to a journalist or member of the Australian Federal Parliament may also qualify for protection if it is a 'public interest disclosure' or 'emergency disclosure'. However, it is important that the discloser understands the criteria for making a public interest disclosure or emergency disclosure.

HOW TO MAKE A DISCLOSURE

While the Company encourages Eligible Whistleblowers to make disclosures internally, an Eligible Whistleblower may choose to raise Disclosable Matters outside of the Company in accordance with this Policy.

An Eligible Whistleblower can choose to make a disclosure anonymously and to remain anonymous over the course of the investigation (and after the investigation is finalised) and still be protected under the policy and the law.

To assist Eligible Whistleblowers who choose to remain anonymous, the Company suggests they adopt a pseudonym for the purposes of their disclosure or to create an anonymous email address to submit their disclosure to an Eligible Recipient.

The Company will treat all reports of Disclosable Matters seriously and endeavour to protect anyone who raises concerns in line with this Policy.

The Company's specific reporting email - whistleblower@padgold.com.au - will be directly managed by the Eligible Recipient.

LEGAL PROTECTIONS FOR DISCLOSERS

Strict confidentiality obligations apply to any disclosures that qualify for protection.

Unless the Eligible Whistleblower consents, it is unlawful for a person to disclose an Eligible Whistleblower's identity or any information that may lead to their identification.

If an Eligible Whistleblower does not consent to their identity being disclosed, it will still be lawful to disclose their identity to:

- ASIC, APRA, the Australian Federal Police or the Commissioner of Taxation (in relation to tax matters);
- a legal practitioner for the purposes of obtaining legal advice or legal representation about the disclosure; or
- a body prescribed by the Corporations Regulations 2001 (Cth).

It is also lawful to disclose information without the Eligible Whistleblower's consent if:

- the information does not include the discloser's identity;
- the Company has taken all reasonable steps to reduce the risk that the discloser will be identified; and
- it is reasonably necessary for investigating the issues raised in the disclosure.

It is unlawful for a person to engage in conduct against another person that causes or will cause a detriment: if that person believes or suspects that the other person (or a third person) made, may have made, proposes to make or could make a disclosure; and if the belief or suspicion held by that person is a reason for their conduct.

Threats of detriments will be unlawful if the person making the threat intended to cause fear that a detriment would occur or was reckless as to whether that person would fear that the threatened detriment would occur.

An Eligible Whistleblower (or any other employee or person) can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct.

An Eligible Whistleblower is protected from civil, criminal and administrative liability regarding their disclosure.

SUPPORT AND PRACTICAL PROTECTION FOR DISCLOSERS

To protect Eligible Whistleblowers' confidentiality, the Company will (where applicable):

- Reduce the risk that an Eligible Whistleblower will be identified from the information provided in a disclosure by:
 - redacting personal information; and
 - referring to the Eligible Whistleblower in a gender-neutral context.
- Provide secure record-keeping and information-sharing processes by ensuring:
 - all documents relating to the disclosure are securely stored;
 - access to information is limited to individuals directly involved in the disclosure; and
 - each person involved in the disclosure is reminded about their confidentiality requirements.

To protect Eligible Whistleblowers from detriment, the Company will (where applicable):

- adopt processes for assessing the risk of detriment against an Eligible Whistleblower;
- ensure support services (such as counselling or other professional services) are available;
- develop strategies to help Eligible Whistleblowers minimise and manage stress, time or performance impacts, or other challenges resulting from the disclosure or its investigation; and
- ensure management are aware of their responsibilities to maintain the confidentiality of a disclosure, manage conflicts and ensure fairness when managing the performance of an Eligible Whistleblower.

HANDLING AND INVESTIGATING A DISCLOSURE

An Eligible Recipient will acknowledge receipt of a disclosure within a reasonable period, assuming the Eligible Whistleblower can be contacted (including through anonymous channels). The Eligible Recipient will assess disclosures to determine whether they qualify for protection and whether an investigation is required.

Generally, if an investigation is required, the Eligible Recipient will determine:

- the nature and scope of the investigation;
- who should lead the investigation – including whether an external investigation is appropriate;
- the nature of any technical, financial or legal advice that may be required to support the investigation; and
- the anticipated timeframe for the investigation.



Following the investigation, the Eligible Recipient will directly report the findings to the Chief Executive Officer (CEO).

In a case where the CEO has been accused of misconduct, the Eligible Recipient must have direct access to the Executive Board. The Executive Board will practice discretion and remain unbiased at all times.

The Eligible Recipient will not conduct any investigation, which relates to allegations made regarding themselves, or in any circumstance in which it would be unreasonable to do so. In this instance, the Chief Executive Officer (CEO) will appoint another delegated investigator.

The Company's intent is to complete an investigation as soon as reasonably practicable. However, as each investigation is different, the timeframe may vary.

Where practicable, the Company will keep the Eligible Whistleblower informed of any relevant updates regarding the investigation.

The Company may not be able to undertake an investigation, or provide information about the process, if it is not able to contact the Eligible Whistleblower (for example, if a disclosure is made anonymously and the Eligible Whistleblower has not provided a means of contact).

The method for documenting and reporting the findings of an investigation will depend on the nature of the disclosure – but may include a summary report of the findings. Any report of findings will have regard to applicable confidentiality requirements.

ENTRUSTING FAIR TREATMENT OF INDIVIDUALS MENTIONED IN A DISCLOSURE

If a Disclosable Matter relates to an employee, the Company will take steps to ensure that those individuals are treated fairly. The Company will do this by providing an objective, fair and independent investigation and ensuring that all individuals have the opportunity to respond.

ENSURING THIS POLICY IS EASILY ACCESSIBLE

This Policy is available to the Company's employees and officers via the Company's external website.

A handwritten signature in black ink, appearing to read 'Zhaoping Liu'.

Zhaoping Liu

Chief Executive Officer

Norton Gold Fields

Date: 15/04/2021

This policy will take effect on the date of approval.