

Whistleblower Policy

20 December 2019





Code of Conduct

Our People

- Diversity & Inclusion Policy
- Equal Employment Opportunity Policy
- Health & Safety Policy

Community & Environment

- Community Relations Policy
- Donations, Sponsorships and Community Programs Policy
- Environmental Policy
- Modern Slavery Policy

Business Integrity

- Anti-Bribery and Anti-Corruption Policy (inc. Gifts, Entertainment and Hospitality)
- Code of Conduct
- Conflict of Interest and Related Parties Policy
- Securities Dealing Policy
- Whistleblower Policy

Safeguarding St Barbara

- Continuous Disclosure and External Communication Policy
- Privacy Policy
- Risk Management Policy
- Social Media Policy

Key internal documents

- Fitness for Work Policy
- Grievance Resolution Framework
- Leadership Framework
- Mental Health Policy
- Workplace Behaviour Policy

and Community Management System

- IT Usage Guideline
- Procurement Policy
- Records Management Policy
- Risk Management Framework
- Tax Management Framework
- Treasury Policy

Our commitments



Safety Always



**Empowered People
Diverse Teams**



Stronger Communities



Respecting the Environment



Growing Sustainably

Our values

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better

● Policy published on www.stbarbara.com.au ○ Document in preparation ● Internal document published on ROCKI



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1. Purpose

St Barbara Limited and its subsidiaries (collectively, St Barbara) are committed to creating and maintaining an open working environment in which all St Barbara employees, prospective employees, contractors, consultants and external stakeholders are able to raise concerns regarding actual or suspected misconduct including unethical and unlawful conduct (Wrongdoing) by another St Barbara employee, prospective employee, supplier, contractor or consultant.

St Barbara recognises that genuine commitment to detecting and preventing Wrongdoing must include a mechanism whereby employees and others can report their concerns freely, and without fear of reprisal or intimidation.

This Whistleblower Policy (Policy) provides a mechanism to:

- ensure people who disclose Wrongdoing can do so safely, securely, with confidence that they will be protected and without fear of reprisal;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around St Barbara's process for receiving, handling and investigating disclosures;
- encourage more disclosures of Wrongdoing; and
- help deter Wrongdoing.

This Policy will be made available on St Barbara's public website stbarbara.com.au and on St Barbara's intranet (ROCKi) for St Barbara employees.

2. Terms and Definitions

| | | | |
|------------|--|--|-----------|
| OER | Other Eligible Recipients | Individuals eligible to receive reports and who are required to handle the disclosure in accordance with this Policy. This includes members of the Executive Leadership Team, directors and Company Secretary of St Barbara. | Page 4,8 |
| WIO | Whistleblower Investigation Officer | Investigate reports in accordance with their appointment and this Policy | Pages 7 |
| WPO | Whistleblower Protection Officer | An individual within St Barbara who has specific whistleblower responsibilities under this Policy. | Page 4 |
| | Wrongdoing | Actual or suspected misconduct including unethical and unlawful conduct | Pages 2,3 |
| | Your Call | Your Call manages St Barbara's secure, external and independent whistleblower reporting service | Page 4 |

3. Scope

3.1. Who is covered by this Policy

This Policy applies to an individual who is:

- a current or former St Barbara employee, including employees who are permanent, part-time, fixed term or temporary, interns, secondees and managers;
- a current or former officer or associate of St Barbara, for example a director or company secretary;
- supplier or contractor who is providing, or has provided goods or services to St Barbara, whether paid or unpaid (eg volunteering) including their employees; and
- a relative, dependent, or spouse of an individual identified in (a) to (c) above.

3.2. What Matters Can Be Reported Under the Policy

A report can be made under this Policy if the discloser has a reasonable and genuine concern about an actual or suspected Wrongdoing within or involving St Barbara.



If the discloser has reasonable grounds to suspect the Wrongdoing, the discloser is protected under this Policy even if the disclosure turns out to be incorrect. The discloser should ensure as far as possible, that the facts of the report are accurate, complete, from first-hand knowledge, presented in an unbiased fashion and without material omission. Deliberate false reporting will not be covered by this Policy and will not be a protected disclosure.

Examples of what may constitute Wrongdoing include:

- a) breaches of St Barbara's Code of Conduct, policies or guidelines;
- b) practices or behaviours of concern relating to compliance with St Barbara policies or procedures such as the Anti-Bribery Anti-Corruption Policy;
- c) unethical, dishonest, fraudulent, corrupt or unlawful conduct, including money laundering and bribery;
- d) misleading or deceptive conduct, including conduct or representations which amount to improper or misleading accounting, taxation or financial reporting practices;
- e) conflicts of interest, including those relating to outside business interests, relationships, improper payments and donations;
- f) breaches of privacy and confidentiality;
- g) concerns that pose a danger to the public or financial system (even if it does not involve a breach of law);
- h) failure to comply with, or breach of legal or regulatory requirements;
- i) 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 of a Wrongdoing;
- j) conduct or any alleged conduct, bid, proposal, offer, contract or other aspect of St Barbara's business that breaches competition and consumer laws;
- k) coercion, harassment or discrimination by, or affecting, any member of St Barbara or its affiliates;
- l) potential breaches of human rights standards;
- m) conduct within St Barbara's control which is a significant danger to the environment;
- n) modern slavery, which exists if a person is not working of their own free will, is treated like property, or is seriously exploited or abused. Examples of modern slavery are human trafficking, slavery and slavery-like practices, forced labour, servitude, early and forced marriage, debt bondage and forms of child labour;
- o) conduct endangering the health and safety of any person or persons; and
- p) any other conduct or acts which may be detrimental to St Barbara or its interests.

3.3. Personal Work-Related Grievances

Not all types of concerns are covered by this Policy as some matters are excluded. Disclosures that relate solely to personal work-related grievances and do not relate to detriment or threat of detriment to the discloser are excluded and do not qualify for whistleblower protections under this Policy.

Personal work-related grievances are those that relates to the discloser's current or former employment and only have implications for the discloser personally, with no other significant implications for St Barbara or other matters of misconduct beyond the discloser's personal circumstances.

Examples of personal work-related grievances include:

- a) an interpersonal conflict between the disclosure and another employee;
- b) decision that does not involve a breach of workplace laws;
- c) decision about the engagement, transfer or promotion of the discloser;
- d) decision about the terms and conditions of engagement of the discloser; or
- e) decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

If the personal work-related grievance includes information about a Wrongdoing or suggests misconduct beyond the discloser's personal circumstances, the personal work-related grievance may qualify for whistleblower protections under this Policy.

Examples of a personal work-related grievance mixed with a Wrongdoing include:

- a) where there is a breach of employment or other laws punishable by imprisonment for a period of 12 months or more;



- b) engaging in conduct that represents a danger to the public;
- c) the discloser suffers from or is threatened with detriment for making a disclosure; or
- d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under law

4. Making A Disclosure

4.1. How to report a Wrongdoing

A report of a Wrongdoing can be made to any one of the following recipients:

- a) Whistleblower Protection Officer (WPO): The discloser can contact a WPO directly. A WPO is an individual within St Barbara who has specific whistleblower responsibilities under this Policy. This includes protecting and safeguarding the interests of discloser. The WPO will have access to independent financial, legal and operational advisors as required.

St Barbara's WPO are:

- o Company Secretary
- o General Manager Human Resources & HSEC
- o General Manager Finance & Procurement

- b) Your-Call: St Barbara's secure, external and independent whistleblower reporting service managed by Your-Call. A secure report can be made (including an anonymous report) via:

Website: www.yourcall.com.au/report (Company ID: STBM1986)

Telephone line 9:00am to 12:00am midnight Monday to Friday (AEST) except National Public Holidays. Calls taken by trained Protected Disclosure Officer

Australia 1300 798 101

Canada (800) 897 2761

PNG 00086 1281

Your-Call will notify WPO within 24 hours of receiving a report. An automated message will be sent to the discloser to confirm the report has been sent to St Barbara.

- c) Postal Mail: St Barbara Whistleblower Service
Locked Bag 9
Collins St East
Victoria Australia 8003

- d) Other Eligible Recipients (OER): There are other individuals who are eligible to receive reports and who are required to handle the disclosure in accordance with this Policy. This includes members of the Executive Leadership Team, directors and company secretary of St Barbara. Certain members of auditors and actuaries of St Barbara and its related body corporate are also eligible to receive reports. All reports received by OER will be referred to WPO unless there are exceptional circumstances.

A person can make disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation about the whistleblower requirements.

A person can also make disclosures to regulatory bodies and other external parties. In certain circumstances, public interest disclosures or emergency disclosures can be made to a journalist or parliamentarian. The criteria for making public interest disclosures or emergency disclosures are highly prescriptive and it is strongly recommended that the person contact St Barbara's WPO, or obtain independent legal advice in the first instance to ensure that the person understands the criteria for making a public interest or emergency disclosure that qualifies for whistleblower protection under law.



4.2. Confidentiality – identity protection

St Barbara has a legal obligation to protect the identity of the discloser. However, this obligation is subject to legal and regulatory requirements and in certain circumstances, St Barbara may be required to disclose the identity of the discloser to lawyers, regulators or law enforcement authorities. St Barbara can also disclose the identity of the discloser with the consent of the discloser.

St Barbara can disclose the information contained in a disclosure with or without the discloser's consent if:

- a) the information does not include the discloser's identity;
- b) St Barbara has taken all reasonable steps to reduce the risk that the discloser will be identified from the information; and
- c) It is reasonably necessary for investigating the issues raised in the disclosure.

The discloser can decide how his or her identity will be handled when making a disclosure, over the course of the investigation and after the investigation is finalised. The discloser has three options in relation to identity protection:

- a) Confidential: Consent to the WPO knowing the discloser's identity and for the identity to be disclosed for the purposes of investigating and reporting to relevant stakeholders. This is the preferred option as it allows the matter to be fully investigated whilst providing the discloser with ongoing protection and support.
- b) Partially Anonymous: Consent to only the WPO knowing the discloser's identity. A pseudonym could be used so the discloser's identity is not known to others. This may create some limitations to the investigation process.
- c) Anonymous: No one knows the identity of the discloser. This is the least preferred option as it may not be possible to investigate the report if St Barbara is unable to contact the discloser who made the disclosure anonymously without providing a means of communication.

All information, documents, records and reports relating to the investigation of a reported Wrongdoing will be confidentially stored and retained in an appropriate and secure manner. Access to all information relating to the disclosure will be limited to those directly involved in managing and investigating the disclosure. Only a restricted number of people who are directly involved in handling and investigating the disclosure will be made aware of the discloser's identity (subject to the discloser's consent) or information that is likely to lead to the identification of the discloser. Where possible, the discloser will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them.

If the discloser believes there is a breach of confidentiality under this Policy, the disclosure can lodge a complaint with St Barbara's WPO, or a regulator for investigation.

4.3. Protection from detrimental acts or omissions

It is unlawful for a person to engage in conduct that causes or threaten to cause detriment to the discloser or another person (ie individuals conducting, assisting or participating in a whistleblower investigation) who has or intends to make a report. It is also unlawful to cause detriment to the discloser or another person on the belief or suspicion that a report has been or will be made, regardless of whether the report was actually made. St Barbara will not tolerate such unlawful behaviour.

Examples of detrimental conduct include (but is not limited to):

- a) dismissal of an employee;
- b) injury of an employee in his or her employment;
- c) alteration of an employee's position or duties to his or her disadvantage;
- d) discriminatory behaviour towards the employee;
- e) harassment or intimidation of a person;
- f) harm and injury to a person, including psychological harm; or
- g) damage to a person's property, reputation, business or financial position.

Note that reasonable administrative or management action such as managing a discloser's unsatisfactory work performance does not constitute a detriment if the action taken is consistent with St Barbara's performance management process. An administrative action that is reasonable for the purpose of protecting a discloser from risk of detriment is not detrimental conduct. For example, St



Barbara may ask the discloser to perform their duties from another location, reassigning the discloser to another role at the same level, make other modifications to the discloser's workplace or the way they perform their work duties, or reassigning or relocating other staff involved in the disclosable matter.

A person who believes they have been subjected to a detriment because of the actual or intended disclosure should immediately report the matter to the WPO so prompt action can be taken to protect against further detrimental acts or omissions. Reports of detrimental conduct will be treated confidentially. A discloser may also seek independent legal advice or contact regulatory bodies if they believe they have suffered a detriment.

Anyone engaging in unlawful detrimental conduct may be subject to disciplinary action. The action taken will depend on the severity of the breach, but which may include a reprimand, formal warning, demotion, and/or termination of employment in the case of employees, or termination of contract in the case of suppliers or agents.

4.4. Protection from civil, criminal and administrative liability

A discloser may be entitled to protection from civil liability (such as breach of employment contract, duty of confidentiality or contractual obligation), criminal liability (such as attempted prosecution of the discloser for unlawfully releasing information or other use of the disclosure against the discloser in a prosecution (other than for making a false disclosure)) and administrative liability (including disciplinary action) in respect of the disclosure. Note that the whistleblower protections do not grant immunity for any Wrongdoing a discloser has engaged in that is revealed in the report.

4.5. Compensation and other remedies

A discloser and any other person who have suffered a detriment because of an entity's failure to take reasonable precautions and exercise due diligence to prevent the detrimental conduct may be entitled to compensation or some other legal remedy through the courts. A person who is unsure of the protections or rights to compensation under the whistleblower laws should seek independent legal advice from a legal practitioner.

5. Roles And Responsibilities

The key responsibilities of the various roles involved in the whistleblower disclosure and investigation are set out below.

- a) Whistleblower Protection Officer (WPO)
 - Receive reports and assess whether the report falls with the scope of this Policy;
 - Determine whether and how a report should be investigated;
 - If an investigation is appropriate, appoint a Whistleblower Investigation Officer (WIO) and provide the WIO with appropriate briefing;
 - Where appropriate, keep the discloser informed of how and when the investigation will proceed within 72 hours of the WIO being appointed;
 - Considers whether legal and/or other specialist professional advice is required to assist in the investigation.
 - Ensure investigations are conducted in accordance with this Policy and monitor the WIO's investigation;
 - Ensure any reports involving a director or Managing Director & Chief Executive Officer are reported to the St Barbara's board of directors;
 - Determine appropriate courses of action to remediate, or act on the WIO's investigation report;
 - Make recommendations to prevent future instances of reportable Wrongdoing;
 - Seek to ensure the integrity of St Barbara's whistleblower system and process; and
 - Complete any necessary whistleblower training.

- b) Whistleblower Investigation Officer (WIO)
 - Investigate reports in accordance with their appointment and this Policy;
 - Maintain confidentiality of the discloser's identity and reports they are investigating;



- Determines the appropriate manner of investigation, and informs the WPO of the proposed arrangements for the investigation within 48 hours of being appointed;
 - Report back to the WPO on process of investigation every 14 days after initial 7 day update;
 - Immediately report concerns in relation to any detrimental conduct to the nominated WPO;
 - Gather documents, information and evidence relating to the report including ensuring that all documentations and information relating to the report is kept secure and protected;
 - Draw objective conclusions based on a fair assessment of the evidence gathered during the investigation;
 - Keep comprehensive records of the investigation process;
 - Make recommendations to the WPO on how to stop, prevent or mitigate future instances of the reported Wrongdoing;
 - Make recommendations to the WPO on appropriate disciplinary actions, or contractual actions to apply with respect to any respondent(s);
 - Comply with the directions of the WPO in relation to any further follow up, reporting action and requirements including the implementation of any recommendations; and
 - Complete any necessary whistleblower training.
- c) Other Eligible Recipients (OER)
- Receive reports and obtain consents from the discloser where possible or relevant and refer report to WPO for assessment and investigation.
 - Maintain confidentiality about reports received in accordance with this Policy;
 - Immediately report any concerns in relation to any detrimental conduct to the nominated WPO; and
 - Complete any necessary whistleblower training.

6. Investigation Process

The following steps will apply upon receipt of a report:

- a) The report is relayed to WPO. WPO will assess the report to determine if the report falls within the scope of this Policy.
- b) WPO will determine whether, or how to investigate the report. The WPO will consider any conflicts of interest and ensure that measures are put in place to protect the discloser if the report falls within the scope of this Policy. Unless required by law, WPO will not disclose information that is likely to lead to the identification of the discloser as part of its investigation process without the discloser's consent. The WPO may ask the discloser for consent to a limited disclosure to allow the WPO to brief the WIO to investigate the disclosure.
- c) WPO will determine the nature and scope of the investigation and the person(s) that should lead the investigation and the nature of any technical, financial or legal advice that may be required to support the investigation. WPO will also determine the timeframe for the investigation.
- d) WPO will appoint a WIO to conduct the investigation and brief the WIO accordingly. WIO will determine the appropriate manner to approach the investigation.
- e) WIO conducts the investigation in a confidential, timely, fair and impartial manner. The objective of the investigation is to determine whether there is enough evidence to substantiate, or refute the matters reported. WIO shall ensure appropriate records and documentations for each step of the investigation process are maintained and kept in a secure manner.
- f) If the report is received externally and anonymously, Your-Call can assist in the conduct of the investigation to protect the identity of the discloser.
- g) Where appropriate, WPO will keep the discloser informed of the investigation if the discloser can be contacted. The frequency and timeframe will vary depending on the nature of the disclosure. WPO will generally provide updates during the key stages such as when the investigation process has begun, while the investigation is in progress and after the investigation has been finalised.
- h) Where appropriate, an employee who is the subject of the disclosure will be advised about the subject matter of the disclosure and prior to any actions being taken. An employee who is the subject of the disclosure may seek support from St Barbara's external support services provider.



- i) WIO will present findings and recommendations to WPO.
- j) WPO will determine appropriate response and necessary action to remediate, or act on the investigation findings.
- k) Where appropriate, WPO advises and debriefs the discloser about the outcome of the investigation, subject to privacy and confidentiality considerations. The discloser will not be provided with a copy of the investigation report.

7. Further Guidance

If you require further guidance as to this Policy, please contact the Company Secretary or Manager Legal. St Barbara encourages open communication and discussion about issues of concerns.

8. Review

This Policy is to be reviewed:

- a) as soon as practicable after a key change in the nature or scope of St Barbara's activities;
- b) as soon as practicable after a change in whistleblower laws; or
- c) otherwise at least once every three years.

Our values

We act with honesty and integrity

We treat people with respect

We value working together

We deliver to promise

We strive to do better

