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# Whistleblower Protection Policy

## Revision history

<b>Rev.</b>	<b>Issued</b>	<b>Description</b>	<b>Prepared</b>	<b>Approved by Board</b>
1	1/8/22	Annual Review	Donovan	16/8/22
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## 1 Policy summary

### 1.1 Purpose and application of this policy

At *Sipa*, we are committed to building long term sustainable value for our security holders, and we aim to always be held in the highest regard in the community and by our key stakeholders such as our customers, employees, suppliers, creditors, law makers and regulators.

*Sipa's* Code of Conduct sets out our values and our expectations of our directors, employees, managers, suppliers and consultants. This policy is part of our commitment to instil and continually reinforce across our organisation a culture of acting lawfully, ethically and responsibly. This policy has been adopted to provide a safe and confidential environment where concerns regarding misconduct or impropriety can be raised without fear of reprisal or detrimental treatment. All *Sipa officers*, employees and contractors must comply with this policy

This policy sets out:

- (a) who is entitled to protection as a *whistleblower* under this policy;
- (b) the protections *whistleblowers* are entitled to; and
- (c) how disclosures made by *whistleblowers* will be handled by *Sipa*.

This policy is made available to *Sipa officers* and employees in the corporate governance section of its website at [www.sipa.com.au](http://www.sipa.com.au).

Italicised terms are defined in the glossary.

### 1.2 How does this policy interact with *statutory whistleblower regimes*?

This policy complies with section 1317AI of the *Corporations Act*. By making a disclosure in accordance with this policy, you may be afforded protection under the *statutory whistleblower regimes*.

This policy principally deals with internal disclosures of information. The *statutory whistleblower regimes* also protect some types of disclosure made to external parties (such as to legal representatives, the Australian Securities and Investments Commission (ASIC), to the Commissioner of Taxation, members of parliament (MPs) or journalists). For more information about these regimes, see [ASIC Website](#) or [ATO Website](#).

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## 2 Who is eligible for whistleblower protection under this policy?

To be treated as a *whistleblower* under this policy you must:

- (a) be one of the individuals set out in section 2.1;
- (b) disclose information regarding the type of matters set out in section 2.2; and
- (c) disclose that information to one of the persons set out in section 2.3.

This policy also protects those who are entitled to whistleblower protection under the *statutory whistleblower regimes*, such as those who make disclosures to legal

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representatives, relevant regulators, MPs or journalists in the circumstances permitted by that legislation.

### 2.1 Who may make a disclosure?

Disclosures can be made by a current or former:

- (a) *officer* or employee of *Sipa*;
- (b) contractor or supplier of goods and services to *Sipa*, or their current and former employees;
- (c) *associate* of *Sipa*; or
- (d) *family member* of an individual mentioned in 2.1(a) to 2.1(c) above.

You may choose to disclose information anonymously if you wish.

### 2.2 What types of matters can be disclosed?

Disclosures must concern *misconduct or an improper state of affairs or circumstances* in relation to *Sipa*, including by an *officer* or employee of *Sipa*. But your disclosure cannot solely be about a *personal work-related grievance*.

You must have reasonable grounds for suspecting that the information you are disclosing concerns *misconduct or an improper state of affairs or circumstances* in relation to *Sipa*.

### 2.3 Who should I disclose to?

We encourage you to make your disclosure in writing to a *Whistleblower Protection Officer* by completing the template form appended to this policy.

Alternatively, disclosures can be made to any one of the following:

- (a) an *officer* or *senior manager* within *Sipa*;
- (b) an auditor or member of an audit team conducting an audit on *Sipa*; or
- (c) if the disclosure concerns *Sipa's* tax affairs or the tax affairs of an *associate* of *Sipa*: *Sipa's* registered tax agent or BAS agent, or an employee or *officer* at *Sipa* who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

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## 3 Confidentiality

### 3.1 Whistleblower identity must be kept confidential

Subject to section 3.2, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential unless the *whistleblower* has consented to the disclosure.

### 3.2 Permitted exceptions

The identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) may be disclosed without the *whistleblower's* consent if the disclosure is made to:

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- (a) a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of the *statutory whistleblower regimes*;
- (b) the Australian Federal Police;
- (c) the Australian Securities and Investments Commission;
- (d) the Australian Prudential Regulatory Authority; or
- (e) the Commissioner of Taxation if the disclosure concerns *Sipa's* tax affairs or the tax affairs of an *associate* of *Sipa*.

### **3.3 Provision of *whistleblower* information to a court or tribunal**

You must not disclose or produce to a court or tribunal any information or documents which discloses the identity of a *whistleblower* (or information likely to lead their identity becoming known) without seeking the advice of a *Whistleblower Protection Officer*.

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## **4 Prohibition against victimisation**

### **4.1 No victimisation based on *whistleblower* status**

You must not cause or threaten any *detriment* to any person for a reason which includes that they or any other person:

- (a) is or proposes to be a *whistleblower*, or
- (b) is suspected or believed to be, or could be, a *whistleblower*.

### **4.2 *Whistleblower* immunity**

You must not:

- (a) subject a *whistleblower* to any liability or disciplinary action; or
- (b) enforce a remedy or exercise a right against a *whistleblower*,

for making a disclosure.

However, a *whistleblower* may be held liable for any personal misconduct revealed by their disclosure or an investigation following a disclosure.

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## **5 Investigations of information disclosed under this policy**

When a disclosure is made which may fall under this policy, the following steps <sup>1</sup> must be followed except where, in the opinion of the *Whistleblower Protection Officer*, it would be inappropriate or unreasonable in the circumstances to do so:

- (a) any person listed in section 2.3 who receives the information must provide the information to a *Whistleblower Protection Officer* as soon as practicable, removing any information which identifies or may identify the discloser of the information (the potential *whistleblower*) prior to doing so (unless the potential *whistleblower* has provided their consent to that disclosure);

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<sup>1</sup> A full set of protocols which guide the WPO can be found in the Sipa Governance Folder of the S:\ drive.

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- (b) as soon as practicable, the *Whistleblower Protection Officer* must determine whether the disclosure falls within the scope of this policy and, if so, appoint an investigator with no personal interest in the matter to conduct an investigation into the matters disclosed, if they determine it to be necessary or appropriate;
- (c) the investigator must conduct any investigation in an objective and fair manner, ensuring to provide any employee who has been adversely mentioned in information provided by a *whistleblower* an opportunity to respond to the allegations made in respect of them prior to any adverse findings being made;
- (d) the outcome of the investigation must be reported to the Board, and may be reported to the *whistleblower* and any persons affected as the *Whistleblower Protection Officer* considers appropriate;
- (e) subject to the exceptions allowed under section 3.2 of this policy or otherwise by law, the identity of a *whistleblower* (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a *whistleblower* will be identified; and
- (f) a *whistleblower* may raise any concerns or complaints regarding this policy or their treatment with the *Whistleblower Protection Officer*.

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## 6 Board reporting

Subject to the confidentiality obligations in section 3, the *Whistleblower Protection Officers* must provide the Board with periodic reports on all active *whistleblower* matters, including information on:

- (a) the number and nature of disclosures made in the last quarter;
- (b) the status of any investigations underway; and
- (c) the outcomes of any investigations completed and actions taken as a result of those investigations.

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## 7 Training

All *Sipa officers* and employees must attend compulsory training organised by *Sipa* regarding *Sipa's* whistleblower program.

All the persons listed in section 2.3 of this policy must attend compulsory training organised by *Sipa* on responding appropriately to disclosures made by *whistleblowers* or potential *whistleblowers*.

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## 8 Policy review

This policy must be periodically reviewed by the Board with the assistance of the *Whistleblower Protection Officers* to ensure it is operating effectively. Any recommended changes must be approved by the Board.

## 9 Consequences for non-compliance with policy

Any breach of sections 3 and 4 by an *officer*, employee or contractor will be taken seriously by *Sipa*, and may be the subject of a separate investigation and/or disciplinary action.

A breach of this policy may also amount to a civil or criminal contravention under the *statutory whistleblower regimes*, giving rise to significant penalties.

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## 10 Glossary

Unless the context requires, italicised terms in this policy have the following meaning:

**associate** means any individual who is:

- (a) an associate within the meaning of the *Corporations Act*; or
- (b) if the disclosure relates to *Sipa's* tax affairs, an associate within the meaning of section 318 of the *Income Tax Assessment Act 1936* (Cth).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**detriment** includes (without limitation) dismissal, injury of an employee in their employment, alteration of an employee's position or duties to their disadvantage, discrimination, harassment or intimidation, harm or injury including psychological harm, damage to property, and reputational, financial or any other damage to a person.

**family member** means a:

- (a) *spouse*, parent, child, sibling or other *relative* of an individual; or
- (b) dependent of the individual or their *spouse*.

**misconduct or an improper state of affairs or circumstances** includes (without limitation):

- (a) information regarding a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001* (Cth) suspected to have been committed by *Sipa*, or an *officer* or employee of *Sipa*;
- (b) information regarding a Commonwealth criminal offence punishable by more than 12 months imprisonment suspected to have been committed by *Sipa*, or an *officer* or employee of *Sipa*;
- (c) information regarding a danger to the public or the financial system posed by *Sipa*, or an *officer* or employee of *Sipa*;
- (d) information concerning *misconduct or an improper state of affairs or circumstances* in relation to *Sipa's* tax affairs, or the tax affairs of an *associate* of *Sipa*.

**officer** has the same meaning as in the *Corporations Act* (which includes but is not limited to directors and company secretaries).

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**personal work-related grievance** means a grievance about any matter in relation to an individual's employment or former employment which has, or tends to have, implications only for the individual personally, and where the information does not:

- (a) have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- (b) concern the examples set out in items (a)-(d) of the definition of *misconduct or an improper state of affairs or circumstances*; or
- (c) concern *whistleblower* victimisation (see section 4 of this policy).

**relative** has the same meaning as in the *Corporations Act*.

**senior manager** means those persons, other than a director or company secretary, who makes, or participates in making, decisions that affect the whole, or substantial part, of *Sipa* or has the capacity to affect significantly its financial standing.

**Sipa** means *Sipa Resources Limited* and its related bodies corporate.

**spouse** means the married, de facto or registered partner of the individual.

**statutory whistleblower regimes** means either or both of regimes contained in Part 9.4AAA of the *Corporations Act* and Part IVD of the *Taxation Administration Act 1953* (Cth).

**tax affairs** means affairs relating to any tax imposed by or under, or assessed or collected under, a law administered by the Australian Commissioner of Taxation.

**whistleblower** means a person who is eligible for protection as a whistleblower under this policy or under the *statutory whistleblower regimes*.

**Whistleblower Protection Officer** means (as the context requires) the Company Secretary.