



Whistleblower Policy

Introduction

Gateway Mining Limited (**Company**) and all its related bodies corporate require its directors, senior executives, officers and employees to observe the highest standards of ethics and business conduct. The Company also demands full compliance with all applicable laws, rules and regulations, accounting standards, disclosure requirements, accounting practices, auditing practices and other matters relating to fraudulent activity.

This policy encourages people to report or disclose non-compliance to the reportable disclosures stated below and also tax evasion or avoidance, misconduct and improper states of affairs within the corporate sector (**Whistleblower**).

The Corporations Act 2001 (Cth) (**Corporations Act**) gives legal protection to employees against being dismissed, or penalised by their employers, as a result of publicly disclosing certain serious concerns. The Company has endorsed the provisions set out below so as to ensure that no members of staff should feel at a disadvantage in raising legitimate concerns.

This policy provides appropriate protections to Whistleblowers to facilitate the uncovering of corporate crime and to combat poor compliance.

It should be emphasised that this policy is intended to assist individuals who believe they have discovered malpractice or impropriety. It is not designed to question financial, or business decisions, taken by the Company, nor should it be used to reconsider any matters which have already been addressed under harassment, complaint, disciplinary or other procedures.

Who is a “Whistleblower”

A Whistleblower is a person who reports or wants to report concerns which she or he may have about misconduct or an improper state of affairs involving the Company or one of its Related Body Corporates.

A Whistleblower includes a person who is, or has been:

- (a) a staff member or officer of the Company;
- (b) contractors and consultants of the Company;
- (c) a supplier of services or goods to the Company;
- (d) an employee or officer of that supplier and/or an associate of the Company; and/or
- (e) a relative, dependent or spouse of any member of staff, supplier, employee/officer of a supplier, consultant or contractor of the company or associate of the Company.

This policy applies to all persons listed in the immediate paragraph above. The Whistleblower Officer will advise if a matter is to be dealt with by this policy.

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What can a Whistleblower report?

The board is committed to creating and maintaining a working environment in which Whistleblowers can raise concerns regarding misconduct, an improper state of affairs or circumstances, unethical, unlawful or undesirable conduct or practices. Examples would include (but are not limited):

- violation of any applicable law, regulation, listing rule or class order;
- violation of the Company's Code of Conduct or Board Charter;
- breaches of the Corporations Act or breaches of any other financial sector laws enforced by ASIC or APRA;
- fraud or willful misconduct in the preparation, evaluation, review, or audit of any financial statement of the Company or a Company Announcement;
- conduct that may cause financial or non-financial loss to the Company or damage the Company's reputation;
- instances of fraudulent influence, coercion, manipulation or misleading of other directors, other employees, the Company's auditors and other professionals;
- tax evasion or avoidance;
- criminal conduct;
- genuine concerns about modern slavery or human trafficking relating to the Company's people, business or supply chain;
- a danger to the public or to the financial system; and/or
- deliberate covering up of information tending to show circumstances of the above conduct which:
 - is a matter of public interest; or
 - concerns a substantial or imminent danger to the health or safety of any person(s) or to the natural environment.

Personal work-related grievances

If an individual wishes to report or disclose information relating to a personal work-related grievance, which does not involve any alleged or actual victimisation, harm or threat of harm, to the individual, then that disclosure should be reported to the Company Secretary or Managing Director.

A personal work-related grievance concerns any matter in relation to the individual's employment or former employment which may have implications for the individual personally. This includes interpersonal conflicts, decisions in relation to the transfer, engagement or promotion of the individual, decisions relating to the terms and conditions, suspension or termination of the employment or engagement of the discloser.

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An individual reporting a personal work-related grievance is not entitled to protection as a Whistleblower unless the information being disclosed:

- involves significant implications for the Company or one of its related body corporates; and
- concerns certain offences or a danger to the public or the financial system.

Appointment of the Whistleblower Officer

The role of the Whistleblower Officer is to act in accordance with this policy and to safeguard the interests of the person raising the issue or making the complaint.

The Whistleblower Officer will have access to all information and resources required (including independent legal or financial advice) required to meet the objectives of this policy.

The Whistleblower Officer will be an independent director of the board (or a delegate authorised in writing when conflicted or during any periods of leave or unavailability).

Reporting Misconduct

It is the responsibility of all directors, senior executives, officers, employees and consultants to report all suspected acts or misconduct. Individuals may wish to discuss a matter informally with their manager, supervisor or a member of the board before determining if they wish to proceed in accordance with this policy. This allows individuals to clarify the suspected misconduct or allegations, ask questions and familiarise themselves with the policy and reporting process. All discussions will remain confidential and the individual will remain anonymous.

Any individuals with a concern may also submit their concern directly and confidentially to the following senior managers of the Company:

- Whistleblower Officer;
- Mark Cossom, Managing Director (mark.cossom@gatewaymining.com.au or 02 8316 3998); or
- Kar Chua, Company Secretary (kar.chua@gatewaymining.com.au or 02 8316 3998).

Individuals are also encouraged to report concerns in writing by sending a sealed letter addressed to the Company at its registered office. The letter should be marked private and confidential with "Attention – Whistleblower Officer" and it will be delivered unopened to the Whistleblower Officer or their delegate. Whistleblowers are entitled to make anonymous disclosures. If you do not share your identity, the Company will assess your disclosure in the same way as if you had revealed your identity. However, there may be some practical limitations in conducting the investigation if you do not share your identity.

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Members of staff or any other individuals who wish to report a concern about misconduct, or an improper state of affairs may also contact:

- A director, company secretary, company officer or senior manager of the Company or any of its related body corporates.
- the auditor of the Company;
- a lawyer for the purpose of obtaining the appropriate advice, or legal representation, in relation to whistleblowing;
- Australian Securities and Investment Commission (<https://asic.gov.au/about-asic/contact-us/how-to-complain/report-misconduct-to-asic/>);
- Australian Prudential Regulation Authority (<https://www.apra.gov.au/become-a-whistleblower-and-make-a-public-interest-disclosure>); or
- Australian Tax Office (<https://www.ato.gov.au/tipoffform/#LandingPage>) or another prescribed Commonwealth authority.

Nothing in this policy is intended to restrict you from disclosing reportable conduct, providing information to, or communicating with a government agency, law enforcement body or a regulator in accordance with any relevant law, regulation or prudential standard applicable in a jurisdiction in which the Company operates.

Investigating Procedure

The Whistleblower Officer is responsible for investigating and resolving all reported matters, unless the complaint is against the Whistleblower Officer, or is in any way related to the actions of the Whistleblower Officer. All reports will be promptly investigated, and appropriate corrective action will be taken if warranted by the investigation. The Whistleblower may retain independent professional advice if necessary, to assist in its investigations. Where a complaint relates to a Whistleblower Officer or the actions of the Whistleblower Officer, the Managing Director will nominate a senior manager or director to act as the alternative investigating officer.

If there is evidence of criminal activity, then the investigating officer should inform the Police. The Company will ensure that any internal investigation does not hinder a formal police investigation.

Full details and clarifications of the complaint should be obtained. The Whistleblower Officer (or alternative investigating officer) should inform the individual against whom the complaint is made as soon as is practically possible. The individual will be informed of their right to be accompanied at any future interview or hearing held under the provision of these procedures. The Whistleblower officer should consider the involvement of the Company auditors or legal advisers and the Police at this stage and should consult with the Managing Director. The allegations should be fully investigated by the Whistleblower Officer with the assistance, where appropriate, of other individuals/advisers.

A judgement concerning the complaint and validity of the complaint will be made by the Whistleblower Officer (or alternative investigating officer). This judgement will be detailed in a written report containing the findings of the investigations and reasons for the judgement. The report will be passed to the Managing Director.

The Managing Director will decide what action to take. If the complaint is shown to be justified, then they will invoke the disciplinary or other appropriate Company procedures. The complainant should be kept informed of the progress of the investigations and, if appropriate, of the final outcome. If appropriate, a copy of the outcomes will be used to enable a review of Company procedures.

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The complainant must have ‘reasonable grounds’ before making a complaint. ‘Reasonable Grounds’ means that a reasonable person in such a position would also suspect the information indicates misconduct or a breach of the law.

Timescales

Due to the varied nature of whistleblower disclosures, which may involve internal investigators, regulators and/or the Police, it is not possible to lay down precise timescales for such investigations. The Whistleblower Officer (or alternative investigating officer) should ensure that the investigations are undertaken as quickly as possible without affecting the quality and depth of those investigations.

The investigating officer, should as soon as practically possible, send a written acknowledgement of the concern to the complainant and thereafter report back to them in writing the outcome of the investigation and on the action that is proposed. If the investigation is a prolonged one, the investigating officer should keep the complainant informed, in writing, as to the progress of the investigation and as to when it is likely to be concluded. All responses to the complainant should be in writing and sent to their email address marked “confidential”.

Public Interest Disclosure or Emergency Disclosure

A Whistleblower is also entitled to make either a Public interest Disclosure or an Emergency Disclosure to a member of parliament (state or federal) or to a journalist in either print, radio, television or electronic media, provided that:

Public Interest Disclosure

- the Whistleblower has made a disclosure with either ASIC, APRA or another Commonwealth body prescribed by regulation and at least 90 days has passed since the disclosure was made;
- the matters reported are a matter of public interest (**Public Interest Disclosure**); and
- before making a Public Interest Disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that the discloser intends to make a Public Interest Disclosure.

Emergency Disclosure

- the Whistleblower has made a disclosure with either ASIC, APRA or another Commonwealth body prescribed by regulation;
- the matters reported concern a substantial and imminent danger to the health and safety of one or more persons or to the natural environment (**Emergency Disclosure**); and
- before making an Emergency Disclosure, the discloser has given written notice to the body to which the previous disclosure was made that:
 - includes sufficient information to identify the previous disclosure; and
 - states that discloser intends to make an Emergency Disclosure.

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When making an Emergency Disclosure the extent of information disclosed in the emergency disclosure must be no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

A Whistleblower that makes a Public Interest Disclosure and Emergency Disclosure in the manner above will be entitled to the Whistleblower protections disclosed in this policy and provided in the Corporations Act.

The Whistleblower should seek independent legal advice prior to making a Public Interest Disclosure or Emergency Disclosure.

Protection of a Whistleblower

A whistleblower will always be provided an assurance of anonymity (if requested), however, there may be circumstances where their identity may be required to be disclosed in the event of legal proceedings.

A Whistleblower is also entitled to make disclosures anonymously.

A whistleblower will be advised that there are some instances where their identity will be impossible to conceal if the reported conduct is investigated.

Information received from a Whistleblower will remain confidential and will only be subject to disclosure if:

- (a) The Whistleblower provides their express written consent; or
- (b) disclosure of details that might reveal the discloser's identity is reasonably necessary for the effective investigation of the matter;
- (c) the concern is reported to ASIC, APRA, or the AFP;
- (d) the concern is raised with a lawyer for the purpose of obtaining legal advice or representation; or
- (e) The Whistleblower Officer (or alternative investigating officer) or the Company is compelled by law to do so.

Where a Whistleblower's identity is required to be revealed, the Whistleblower Officer (or alternative investigating officer) will discuss with the Whistleblower whether and how best to proceed.

A Whistleblower who reports matters in good faith and on reasonable grounds, and has not been involved in the misconduct reported, will not be penalised or personally disadvantaged because they have reported a matter. Under the Corporations Act, the Whistleblower will have the following protections:

- (i) the Whistleblower is immune from any civil, criminal or administrative legal action (including disciplinary action) for making the disclosure;
- (ii) no contractual or other remedies may be enforced, and no contractual or other right may be exercised, against the Whistleblower for making the report;
- (iii) in some circumstances, the reported information is not admissible against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty (such as where the disclosure has been made to ASIC or APRA, or where the disclosure qualifies as a Public interest Disclosure or an Emergency Disclosure);

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- (iv) anyone who causes or threatens to cause detriment to a Whistleblower or another person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable for damages;
- (v) a Whistleblower's identity cannot be disclosed to a Court or tribunal except where considered necessary; and
- (vi) the person receiving the report commits an offence if they disclose the substance of the report or the Whistleblower's identity, without the Whistleblower's consent, to anyone except ASIC, APRA, the AFP or a lawyer for the purpose of obtaining legal advice or representation in relation to the report.

Regardless of whether the suspicion proves to be unfounded or real, the Company will not tolerate harassment or victimisation of anyone who raises a genuine concern under this policy and the Company will deal with any victimisation and harassment of a Whistleblower harshly.

The Company strictly prohibits all forms of detrimental conduct against a Whistleblower. Detrimental Conduct means any actual or threatened conduct that could cause a detriment to the Whistleblower as a result of making a disclosure, including:

- termination of employment
- harassment, bullying or intimidation;
- personal or financial disadvantage;
- unlawful discrimination;
- harm or injury, including psychological harm;
- damage to reputation; or
- any other conduct that constitutes retaliation.

The Company will take all reasonable steps to protect the Whistleblower from Detrimental Conduct and will take action if it considers appropriate where such conduct is identified. The Company also strictly prohibits all forms of Detrimental Conduct against people who are involved in an investigation of a Whistleblower disclosure in response to their involvement in that investigation.

A Whistleblower may be entitled to compensation and/or other remedies (such as injunctions and orders requiring an apology or reinstatement of employment) to compensate for any victimisation, bullying, discrimination, harm or detriment which the Whistleblower has suffered as a result of reporting the issue to the Company.

If a Whistleblower does seek compensation or some other remedy from another person, entity or the Company in relation to harm suffered as a result of whistleblowing, then the Whistleblower has the onus to point to evidence which suggests a reasonable possibility of such harm having occurred. The other party bears the onus of proving that the claim is false.

The law imposes serious penalties upon persons and entities, including the Company, who breach the confidentiality of, or cause harm to, a Whistleblower. These penalties may include significant fines and/or imprisonment.

If any individual would like to obtain more information about the protections available for whistleblowers, individuals can contact the Company Secretary, Kar Chua via email on kar.chua@gatewaymining.com.au or by phone on 02 8316 3998.

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Retention of Records

The Company shall retain all records relating to any reported matter and to the investigation of any such report for a period judged to be appropriate based upon the merits of the submission or as required by any applicable law. The types of records to be retained by the Company shall include records of all steps taken in connection with the investigation and the results of any such investigation, including any independent professional advice.

False Reporting

When making a disclosure, Whistleblowers will be expected to have reasonable grounds to suspect the information they are disclosing is true. Whistleblowers will not be penalised if the information turns out to be incorrect. However, individuals who make allegations or report a matter without reasonable good faith of the information, or who knowingly provide false information or make a false representation will be disciplined by the Company, and this will be considered a serious matter.

Ensuring fair treatment of people mentioned in a disclosure

In addition to protecting Whistleblowers as set out in this policy, the Company will also ensure that people mentioned in a report or disclosure by a Whistleblower are treated fairly by mandating that any person authorised by the Company to receive reports from whistleblowers (including senior managers, officers, auditors, lawyers and other directors):

- are briefed with a copy of this policy annually along with other corporate governance policies and documents;
- agree:
 - to abide by the terms of this policy;
 - not to disclose to any person or entity, other than to the Board and senior management of the Company, the Police, APRA, ASIC, ATO or another authorised Commonwealth authority the identity or contact details of a person referred to within the disclosure; and
 - not to disclose to any person or entity, other than to the Board and senior management of the Company, the Police, APRA, ASIC, ATO or another authorised Commonwealth Government authority the information referred to within the disclosure.

The Company will deal with any breaches of this policy through the Company's disciplinary procedure as a breach of the Company's Code of Conduct.

How the policy is to be made available

A copy of this policy will be available on the Company's website. A hard copy of this policy will also be made available at the Company's registered office and will be provided on request.

The Company's Audit and Risk Committee will review this policy annually and recommend any changes to the Board. The Board may, in its discretion, adjust or exclude a specific requirement of this policy from time to time, either generally or on a case by case basis. This policy may be amended, ceased or replaced, by resolution of the Board.

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