

Dartbrook Whistleblower Procedure


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Signature:	
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1 Purpose

Dartbrook Operations Pty Ltd ACN 664 671 318 (Company) is committed to a culture of corporate compliance and high ethical behaviour.

This Whistleblower Procedure (PRO) is an important element in detecting corrupt, illegal or other undesirable conduct of the Company. It ensures compliance with the laws and regulations applicable to the Company and its employees and encourages you to speak up if you suspect or witness any matters of concern in the operation of the business.

This Procedure details the framework for receiving, investigating and addressing allegations of misconduct, or an improper state of affairs or circumstances, in relation to the Company.

2 Objective

The objectives of this Procedure are to:

- Provide Whistleblowers with a clear framework within which to make a Protected Disclosure;
- Provide Whistleblowers with a clear understanding of how Protected Disclosure will be handled;
- Ensure Protected Disclosures are dealt with fairly and appropriately;
- Protect Whistleblowers from victimisation;
- Support Whistleblowers throughout the reporting process;
- Afford natural justice and procedural fairness to anyone who is the subject of a Protected Disclosure; and
- Ensure all employees of the Company receive adequate training about the Procedure and their rights and obligations under it.

3 Scope

A Whistleblower is someone who discloses Reportable Conduct (as defined in Section 4) under this Procedure.

This Procedure applies to officers, employees, contractors and anyone else performing work for the Company (Workers).

The Company acknowledges that individuals other than Workers are eligible to make Protected Disclosures including

- former Workers;
- company suppliers;
- associates (within the meaning of the Corporations Act) of the Company; and
- relatives, dependents, or spouses of Workers and the persons listed above.

This Procedure does not apply to third parties, including, without limitation, customers of the Company or its subsidiaries.

4 What is the Reportable Conduct

4.1 Reportable Conduct

This Procedure supports the reporting of allegations of misconduct, or an improper state of affairs or circumstances, in relation to the Dartbrook Operations. Reportable Conduct includes anything that you have reasonable ground to suspect, in relation to the Company or its subsidiaries. Reportable conduct may include, but is not limited to the following:

- contraventions of certain laws administered by ASIC;
- offences against any other Commonwealth law that is punishable by at least 12 months' imprisonment;
- conduct that represents a danger to the public or the financial system;
- dishonest, corrupt or illegal activities;
- theft, fraud, money laundering or misappropriation;
- offering or accepting a bribe;
- financial irregularities;
- use of Company funds or Company resources in a manner that falls within the scope of Reportable Conduct;
- illegal conduct, such as theft, dealing in, or use of illicit drugs, violence or threatened violence, and criminal damage against property;
- risks to the health and safety of Workers or the public;
- unethical conduct;
- victimising someone for reporting Reportable Conduct;
- failure to comply with, or breach of, legal or regulatory requirements;
- any instruction to cover up or attempt to cover up serious wrongdoing.

This Procedure extends to Reportable Conduct that occurs before or after the commencement of this Procedure and is not limited to the above examples.

Reportable Conduct excludes general employment grievances and complaints.

All employees should be aware that, if an employee makes a false report, deliberately, maliciously, in bad faith, or for personal gain, that employee may face disciplinary action.

4.2 What is not a Reportable Conduct

A personal work-related grievance is not Reportable Conduct unless it concerns broader reportable misconduct that typically goes beyond the Whistleblower's personal circumstances. Examples of personal work-related grievances that is not Reportable Conduct include but are not limited to:

- interpersonal conflicts;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer, or promotion of a Worker;
- a decision about the terms and conditions of engagement of a Worker;
- a decision to suspend or terminate the engagement of a Worker; or
- disciplinary action taken against a Worker.

Although it will not be treated as a Protected Disclosure under this Procedure, Workers are encouraged to raise any personal work-related grievance through the Company's internal complaint procedures.

5 Protection of Whistleblower

5.1 Identity Protection

The Company will take all reasonable steps to protect the identity of the Whistleblower, and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. Disclosure of the identity of the Whistleblower, or the allegation made by them will only be shared where:

- you provide written consent; or
- the Company is permitted, or otherwise required, by law; or
- it is reasonably necessary for investigating the issues raised in your report; or
- the Company has taken all reasonable steps to reduce the risk that you will be identified.

5.2 No Reprisals

The Company will not tolerate any form of reprisals, threat of reprisals, or any detrimental conduct taken by any person against the Whistleblower, or any people who are involved in an investigation of any Reportable Conduct raised by a Whistleblower.

Effectively, this means that the Company, and its directors, officers, employees and agents, will not penalise, dismiss, demote, suspend, threaten or harass a Whistleblower, transfer the Whistleblower to an undesirable job, or location, or discriminate in any manner against the Whistleblower, to take reprisals, or to retaliate, as a result of the Whistleblower having reported an act that is potentially illegal or unethical, or deemed illegal or unethical.

The Company considers any reprisals against a Whistleblower to be a serious breach of this Procedure and one likely to result in disciplinary measures, including but not limited to dismissal.

If the Whistleblower was involved in the Reportable Conduct, the extent of the disciplinary measures, if any, that may eventually be taken against such Whistleblower is limited to the Whistleblower's involvement in the Reportable Conduct.

6 Protected Disclosure

A Protected Disclosure is a report of Reportable Conduct protected under this Procedure and the Corporations Act. To be a Protected Disclosure, a Whistleblower must:

- have reasonable grounds to suspect that the information in the allegation concerns Reportable Conduct; and
- make the disclosure in accordance with this Procedure.

For clarity, a disclosure that does not concern Reportable Conduct will not be treated as a Protected Disclosure under this Procedure or the Corporations Act. However, Workers are encouraged to raise any concerns or grievance with the Company via the Company's complaint procedures, including those which do relate to Reportable Conduct.

7 Reporting Procedure

A Protected Disclosure can be made either internally or externally. In order for the Company to effectively address any allegation of Reportable Conduct, Whistleblowers are encouraged to make a Protected Disclosure as early as possible through internal reporting structures.

7.1 Internal Disclosure

- Any person with reasonable grounds to suspect that a Reportable Conduct has occurred is encouraged to report that suspicion to his or her direct supervisor. If this is considered inappropriate, he or she should raise the concern with the Directors of the Management

Company (Dartbrook Management) by phone, email, or in writing to the Directors. 'Reasonable Grounds to suspect' is based on objective reasonableness of reasons for the suspicion. A mere allegation with no supporting information is unlikely to reach that standard. However, to avoid any doubt, a Whistleblower does not need to prove their allegations to qualify for protection under this Procedure, even if the claims turn out to be incorrect.

- All claims of a Reportable Conduct should provide as specific, adequate and pertinent information as possible with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. If the Whistleblower discloses his or her name, the person receiving the claim will acknowledge having received the complaint and may initiate a follow-up meeting. However, if the claim is submitted on an anonymous basis, there will be no follow-up meeting regarding the claim of a Reportable Conduct, and it may practically make it more difficult for the Company to communicate with the Whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation.
- Please remember that all claims of a Reportable Conduct received are treated on a confidential basis, and Whistleblowers are encouraged to disclose their identities to obtain the protection afforded to them at law and help the Company investigate the claims more quickly and efficiently.

7.2 Making and External Disclosure

Disclosures can also be made to external eligible recipients, under certain situations. The Company will not automatically become aware of a report and therefore may not be able to respond to it in accordance with this Procedure should a whistleblowing disclosure be made to a regulator or other third party outlined below.

- **Independent service providers**

To ensure appropriate escalation and timely investigation of matters under this Procedure, the Company encourages you to speak up and make a report in writing or by phone to STOPline, a confidential, independent provider of whistleblowing services who will take full details of your concerns.

STOPline Service

Toll Free Number: Australia: 1300 304 550

Phone services are available 24 hours a day 7 days a week, 365 days a year

Email: andrewmcleish@stopline.com.au

Online: www.stopline.com.au

Mail Stopline Pty Ltd

P.O. Box 403 DIAMOND CREEK VIC 3089, AUSTRALIA

STOPline will review reports and direct those that require further investigation to the Whistleblower Protection Officer (WPO).

- **External Disclosure**

A Whistleblower may make a Protected Disclosure to ASIC or another relevant authority. Information in relation to how ASIC handle Protected Disclosures is available here:

ASIC: <https://asic.gov.au/about-asic/asic-investigations-and-enforcement/whistleblowing/how-asic-handles-whistleblower-reports/>

- **Public interest or emergency disclosures**

Whistleblowers will be protected by law when acting in accordance with this Procedure, and when raising the issue internally first. In certain situations, the misconduct may be of such gravity and urgency that disclosure to the media or a parliamentarian is necessary.

A Whistleblower can make a public interest or emergency Protected Disclosure to a journalist or member of parliament only when:

- i. the Whistleblower has previously made a Protected Disclosure to ASIC;
- ii. in relation to a public interest disclosure:
 - a. at least 90 days have passed since the Protected Disclosure was made to ASIC; and
 - b. the Whistleblower believes making a further disclosure to a journalist or member of parliament is in the public interest;
- iii. in relation to an emergency disclosure, the Whistleblower believes that the Protected Disclosure concerns a substantial and imminent danger to the health or safety of one or more persons, or to the natural environment; and
- iv. the Whistleblower gives ASIC prior written notice of their intention to make the disclosure to a journalist or member of parliament.

The Company encourages Whistleblowers to obtain independent legal advice before making a public interest or emergency disclosures.

- **Disclosure to a Legal Practitioner**

A Whistleblower may seek advice from, and make disclosures to, a legal practitioner in relation to a Protected Disclosure (at their own cost). A Whistleblower will be protected under this Procedure and the Corporations Act in relation to disclosures made to a legal practitioner even in the event that the legal practitioner concludes that the disclosure does not amount to a Protected Disclosure.

8 Procedures Following Disclosure

8.1 Investigations

- Once a report of a Reportable Conduct has been received from a Whistleblower, who has provided reasonable grounds for his or her belief that a Reportable Conduct has occurred, an investigation of those allegations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights and obligations of the persons involved in the investigation.
- The Directors will determine the appropriate method for the internal investigation. For an external investigation, the nominated External Service Provider will determine the appropriate investigation method. In appropriate cases, the Directors or the External Service Provider may ask for the assistance of an internal or an external accounting or legal specialist, as the Directors or External Service Provider deems necessary to ensure the investigation is conducted fairly and independently.
- During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of the Company must cooperate fully with the investigator. Evidence, including any materials, documents or records, shall be held by the investigator securely.

8.2 Reporting

At the conclusion of the investigation, the investigator will prepare a report (the Final Report) of the findings for the Operating Company Dartbrook Operations. All material violations occurred and any actions which may be required as a result of the investigations will be included in the Final Report. The Company will ensure that, provided that the claims were not submitted anonymously, the

Whistleblower will be notified once an investigation has been completed. But please note the Company may be unable to disclose particular details or the outcome of the investigation in the Final Report.

9 Training

All employees and management of the Company will receive periodic training on this Procedure to ensure they are aware of their obligations and rights under it.

10 Communication of Procedure

This Procedure will be communicated and promoted at all levels of the Company's business and disclosed on the Company's website for reference by external stakeholders.