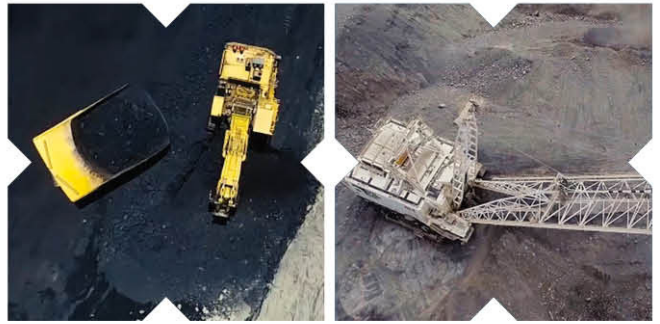


stanmorecoal



Stanmore Coal Limited
ACN 131 920 968

Whistleblower Policy

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1 Purpose of this Policy

Stanmore Coal is committed to a culture of honesty, doing business with integrity and speaking up without fear of retaliation. Stanmore Coal personnel are encouraged to speak up at the earliest opportunity where they have reasonable grounds to know of or suspect conduct described in this Policy. All reports made under this Policy are treated seriously and will be carefully considered.

2 Am I a Whistleblower?

Stanmore Coal's intention is that your identity will be protected when you make a report about serious matters relating to Stanmore Coal Limited or a related body corporate of Stanmore Coal Limited (collectively referred to in this Policy as a **Stanmore Company**).

If the below criteria apply, the protections in this Policy apply. There is no need to ask that you be regarded as a whistleblower.

Table 1: Criteria for a Whistleblower

<p>A. Your role</p>	<p>You must be a current or former:</p> <ul style="list-style-type: none"> • employee of a Stanmore Company; • officer of a Stanmore Company; • individual who supplies services or goods to a Stanmore Company (whether paid or unpaid) – this includes consultants and contractors working for a Stanmore Company; • an employee of an individual who supplies goods or services to a Stanmore Company (whether paid or unpaid); • an individual who is an associate of Stanmore Coal (e.g. a director or secretary of Stanmore Coal, a related body corporate, or a director or secretary of a related body corporate); or • a relative or dependant of any of the above.
<p>B. To whom your report is made</p>	<p>You must make your report to:</p> <ul style="list-style-type: none"> • Stanmore Coal's Whistleblowing Officer (paragraph 3 below); or • any of the individuals or entities referred to in paragraph 12 below.
<p>C. You must have reasonable grounds to suspect certain conduct</p>	<p>You must have reasonable grounds to suspect that the information you are disclosing:</p> <ul style="list-style-type: none"> • concerns misconduct in relation to a Stanmore Company (this includes fraud, negligence, default, breach of trust and breach of duty); • concerns an improper state of affairs or circumstances in relation to a Stanmore Company; • indicates that a Stanmore Company, or an officer or employee of a Stanmore Company has engaged in conduct that: constitutes an offence against, or a contravention of the <i>Corporations Act 2001</i> (Cth), the <i>Australian Securities and Investment Commission Act 2001</i> (Cth) and the <i>Taxation Administration Act 1953</i> (Cth);

	<ul style="list-style-type: none"> any breach of Commonwealth legislation that is punishable by imprisonment for a period of 12 months or more (i.e. indictable offences against the Commonwealth); or conduct that represents a danger to the public or the financial system; or <p>concerns victimisation of someone who has made a report under this Policy (see paragraph 5.2 below).</p>
<p>D. Your concern is not a personal work-related grievance</p>	<p>This policy does not apply to personal work-related grievances that have implications for you personally, such as:</p> <ul style="list-style-type: none"> an interpersonal conflict between you and another member of Stanmore Coal's personnel; a decision regarding your employment, engagement, transfer or promotion; a decision relating to your terms and conditions of employment or engagement; or a decision to suspend or terminate your employment or engagement, or disciplinary decisions in relation to your employment. <p>Concerns about these matters are to be made to your manager at first instance or to the Chief Financial Officer.</p>

3 How do I make a report?

Stanmore Coal's Whistleblowing Officer is authorised to receive reports under this Policy.

Reports can be made on a confidential basis in person, by phone or email.

The Whistleblowing Officer's contact details are:

Name: Rochelle Carey
 Position: Legal Counsel
 Email: rochelle.carey@stanmorecoal.com.au
 Phone: 07 3238 1000
 Post: Stanmore Coal Limited, GPO Box 2602, Brisbane QLD 4001
 In person: Stanmore Coal Limited, Level 8, 100 Edward Street, Brisbane QLD 4000

If you consider that the Whistleblowing Officer may have a conflict of interest in the matter being disclosed, you can report your concern to the Chief Financial Officer.

The above individuals, and those listed in paragraph 12 below are '**Recipients**' for the purposes of this Policy.

4 What should I include in a report?

To enable thorough consideration of your report, including to determine whether an investigation is required, please provide as much detail as possible in your report. You should include the following details (if available):

- (a) the names of all parties involved in the alleged conduct;

- (b) a detailed description of the conduct complained of;
- (c) a list of all relevant witnesses;
- (d) details of when and where the conduct occurred (date, time, location etc.); and
- (e) what records may exist that would be useful for an Investigator to review (e.g. receipts, file notes, emails, etc.)

5 What protection and support is available to me?

5.1 Protection of your identity and confidentiality

Your identity may only be disclosed by a Recipient:

- (a) with your consent;
- (b) to the Australian Securities and Investments Commission (**ASIC**), the Australian Prudential Regulation Authority (**APRA**) or the Australian Federal Police (**AFP**); or
- (c) to a legal practitioner for the purpose of obtaining legal advice in relation to the operation of the whistleblower provisions in the *Corporations Act 2001* (Cth) and this Policy.

You should, however, be aware that it may be necessary for Stanmore Coal to share information that is likely to reveal your identity (i.e. not your actual identity) so that it can investigate your report. If this occurs, Stanmore Coal will take all reasonable steps to reduce the risk that your actual identity can be identified.

5.2 Protection from detrimental conduct (victimisation)

Detrimental treatment includes (actual or threatened) dismissal, demotion, harassment, discrimination, disciplinary action, bias, damage to a person's reputation, damage to a person's business or financial position or any other damage to a person.

If you are subject to actual or threatened detriment (defined below) because you made a report under this Policy, you should raise this as a concern under paragraph 3 of this Policy.

Actual detriment occurs when:

- (a) you are subjected to actual detriment by another person;
- (b) because that other person believes or suspected that you, or any other person, made, or proposed to make a report under this Policy; and
- (c) that person's belief or suspicion is the reason, or part of the reason, for the person's conduct.

Threatened detriment occurs when:

- (a) another person threatens to cause you (or another person) detriment;
- (b) that person intends you to fear that their threat will be carried out, or is reckless as to whether you fear that their threat will be carried out; and
- (c) that person makes the threat because you made (or may make) a report under this Policy.

Stanmore Coal employees must not engage in any detrimental conduct in relation to anyone who may make or may have made a report under this Policy. Substantiated instances of such conduct could lead to disciplinary action, up to and including the termination of an employee's employment.

6 Can I choose to be anonymous?

Yes. You may choose to be anonymous when you make a report. You should be aware, however, that anonymous reports can be more difficult to investigate.

7 What happens after I make my report?

If you make your report to the Whistleblowing Officer, he/she will contact you (by phone, if you have provided those details) to obtain any additional information relevant to your report.

If you make your report to another individual (under paragraph 12 below), it is likely your report will be referred to the Whistleblowing Officer (subject to the provisions of this Policy).

The Whistleblowing Officer will discuss with you:

- (a) the protections available to you under this Policy regarding the disclosure of your identity; and
- (b) whether you consent to your identity being disclosed to a limited number of individuals within Stanmore Coal (e.g. your line manager) or externally (e.g. an independent Investigator) to assist with the conduct of the investigation, and/or to provide you with support during the investigation.

If you make an anonymous report and do not provide any contact details, the Whistleblowing Officer will assess your report in accordance with the provisions below.

8 How will my report be investigated?

- (a) If there is a sufficient prima facie case based on the material you have disclosed, your report will be investigated – either internally (i.e. by a Stanmore Coal employee) or by an external Investigator. The Whistleblowing Officer will determine the best course of action, having regard to the nature of your report and the individuals involved.
- (b) If the Whistleblowing Officer determines that an Investigator (internal or external) should be appointed, the Whistleblowing Officer will appoint and brief an Investigator. Depending on your instructions, the Investigator may not be told your identity. Stanmore Coal will advise the Investigator of the degree to which (if at all) you consent to your identity being disclosed in the course of the investigation.
- (c) Having regard to the principles of procedural fairness and natural justice, the Investigator will conduct an investigation, interviewing: you; all relevant witnesses; and the individuals that are the subject of, or are named in, your report (though not necessarily in that order).
- (d) If you have not consented to your identity being revealed during the course of the investigation, the Investigator will not disclose your identity to anyone involved in the investigation. However, please refer further to paragraph 5.1 in relation to the necessity to provide information in an investigation that is likely to reveal your identity.
- (e) Once the Investigator has made all the necessary enquiries, the Investigator will prepare a report that summarises the evidence and the Investigator's findings regarding each allegation. If you have not consented to your identity being disclosed in the course of the investigation, your name will not be referred to in the report.
- (f) Depending on the findings of that investigation, Stanmore Coal will determine the next steps to be taken (e.g. disciplinary action or referral to external entities).

9 All parties involved in an investigation must ensure confidentiality

Stanmore Coal employees who are involved in an investigation are required to preserve confidentiality in relation to the investigation. The Investigator will explain this obligation further to those parties involved.

Failure to comply with these confidentiality obligations could result in disciplinary action, up to and including the termination of an employee's employment.

All files and records created from an investigation will be retained securely.

10 Disclosures that are protected under this Policy are not actionable

If you make a report that qualifies for protection under this Policy:

- (a) you are not subject to any civil, criminal or administrative liability (including disciplinary action) for making the report; and
- (b) no contractual or other remedy may be enforced and no contractual or other right may be exercised against you on the basis of the report.

However, this does not prevent you from being liable for other conduct by you that is revealed by your report.

11 Where can I find this Policy?

This Policy is available to Stanmore Coal's employees and officers, through Stanmore Coal's intranet and on Stanmore Coal's public website.

12 Other ways to make a report

Nothing in this Policy restricts you from disclosing a concern to which this Policy applies to:

- (a) any officer or senior manager of Stanmore Coal (for example, any member of the Board or Executive Leadership Team);
- (b) ASIC or APRA; or
- (c) Stanmore Coal's auditor.

Subject to this Policy, it is likely reports made to officers and senior managers of Stanmore Coal will be referred to the Whistleblowing Officer (subject to the terms of this Policy).

13 Public interest and emergency disclosures

In limited circumstances, you may qualify for protection as a whistleblower under the *Corporations Act 2001* (Cth) if you make a public interest or emergency disclosure to a member of Parliament or a journalist. The protections will apply only if you first meet a series of strict conditions. It is recommended that you obtain legal advice if you are considering making a public interest or emergency disclosure.

If you make a public interest or emergency disclosure that qualifies for protection under the *Corporations Act 2001* (Cth):

- (a) to the extent relevant, the confidentiality provisions of this Policy will be applied; and
- (b) the provisions relating to detrimental conduct (i.e. victimisation) and clause 10 of this policy will apply.

14 Additional support available to employees involved in the process

Stanmore Coal will provide training on the operation of this Policy to its officers and employees.

You are reminded that Stanmore Coal's Employee Assistance Program is available to all employees and their family members. The phone number for Stanmore Coal's Employee Assistance Program provider, Gryphon Psychology, is 1800 056 076.

15 Amendment of this Policy

This Policy will be reviewed by Stanmore Coal from time to time to ensure that it remains effective and meets the requirements of Stanmore Coal. This Policy is not a term and condition of any contract, including an employment contract.

REVISION	DATE	CHANGE DESCRIPTION
1	20/08/2019	Original / New Policy
2		