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# **Panoramic Resources Limited**

**ABN: 47 095 792 288**

## **Whistleblower Policy**

Approved by the Board: 29 June 2020

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## 1 Policy purpose and application

Panoramic Resources Limited and its related companies (“Panoramic”) is committed to conducting its business with honesty, integrity and fostering a culture of compliance, ethical behaviour and good corporate governance. If an individual knows or suspects something is not right, we encourage you to speak-up as soon as possible.

Panoramic’s Board and Executive Management are committed to the protection of individuals who report information about illegal or improper conduct occurring with the Panoramic group of companies.

All reports made under this Whistleblower Policy (“**Policy**”) are treated seriously. Anyone reporting wrongdoing should feel confident that they can do so without fear of reprisal or detrimental treatment, even if they turn out to be mistaken.

This Policy sets out:

- a) when you will be protected for speaking up about misconduct;
- b) how you can make a report about actual or suspected unethical or unlawful behaviour (“Whistleblower Report”);
- c) the protections that will be provided to you if you speak-up; and
- d) the processes on how Panoramic will investigate matters reported.

This Policy applies to all officers, employees and contractors (“Personnel”) of Panoramic, wherever they are based.

This Policy also applies to and protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 12 of this Policy).

This Policy is also available in the Corporate Governance section of Panoramic’s website: [www.panoramicresources.com](http://www.panoramicresources.com).

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## 2 Responsibilities of All Personnel

All personnel must always comply with this Whistleblower Policy.

All personnel have a responsibility to report any wrongdoing or breach of Panoramic’s Code of Conduct and are encouraged to report any concerns.

Personnel must not disadvantage or victimise individual who speaks-up about any concerns, or anyone conducting or assisting with an investigation.

Any personnel based outside Australia may also be subject to additional local whistleblower requirements in the country in which they are based.

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## 3 Who is Protected under this Policy?

You will be protected under this Policy if:

- you are one of the individuals set out in section 4;
- you report information about the type of matters set out in section 5; and
- you report that information to one of the persons set out in section 6.

**We encourage you to contact the Whistleblower Protection Officer if you have any questions about making a Whistleblower Report or this Policy.**

You may wish to obtain independent legal advice:

- before making a Whistleblower Report (for example, if you are thinking about making a report to an MP or a journalist);
- if you feel you have suffered detriment because you made a report, including if you wish to seek compensation or remedies in court for potentially detrimental conduct or a failure by Panoramic to protect your identity.

That communication with your legal adviser will also be protected under the Australian whistleblower laws (irrespective of the outcome of that advice).

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## 4 Who May Make a Whistleblower Report?

A person who speaks-up is known as a “whistleblower” and is anyone who makes, or attempts to make, a report under this Policy.

A Whistleblower Report, that qualifies for protection under the Australian whistleblower laws, may be made by a person who is or was:

- a) an officer or employee of Panoramic, including permanent, part-time, fixed-term or temporary employees or interns and secondees;
- b) a supplier of goods and services to Panoramic (whether paid or unpaid), including their employees (for example, contractors, consultants, service providers and business partners);
- c) an associate of Panoramic; or
- d) a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of those persons above.

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## 5 What is a Reportable Matter?

We encourage people to make disclosures about a broad range of matters. Whilst not all matters will qualify for protection under the Australian whistleblower laws, we will treat all disclosures made under this policy in the same way. However, disclosures cannot be made under this policy relating solely to personal work-related grievances.

To be protected under the Australian whistleblower laws, you must make an eligible disclosure and must have reasonable grounds for that disclosure. You can still qualify for protection if your disclosure turns out to be incorrect, but you will not be protected if you make a deliberately false disclosure. A disclosure made without reasonable grounds (such as where you know it to be false) may amount to misconduct and be subject to disciplinary action by Panoramic.

Disclosures do not have to be about breaking the law. Eligible disclosures can be about misconduct or an improper state of affairs or circumstances that you have reasonable grounds to suspect has occurred or is occurring in relation to Panoramic. These matters are only covered by this policy if they constitute conduct that may indicate a systemic issue in relation to Panoramic.

Some examples of matters that are eligible Reportable Matters are:

- unethical behaviour, human rights abuses, breaches of our policies or Panoramic Resources' Code of Conduct;

- an activity that poses a significant risk to public safety, people, property, operations or the environment (irrespective of whether it involves a breach of law);
- illegal conduct, such as fraud, theft, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- negligence, default, breach of trust and breach of duty;
- improper, unethical or dishonest conduct, such as misuse of company assets, conflicts of interest or abuses of authority;
- conduct that is damaging to Panoramic Resources' financial position or reputation;
- misconduct in relation to Panoramic Resources' tax affairs;
- any conduct that may indicate a systemic issue in relation to Panoramic Resources;
- any business behaviours and practices that may cause consumer harm;
- conduct that represents a danger to the public or the financial system;
- conduct that represents a significant risk to stability of or confidence in the financial system (irrespective of whether it involves a breach of law);
- engaging in or threatening to engage in detrimental conduct against a person who has made a Whistleblower Report or is believed or suspected to have made, or be planning to make, a Whistleblower Report;
- conduct that amounts to a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001*;
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment; or
- other misconduct concerning corporate governance, accounting or audit matters;

### ***Personal work-related grievances***

A personal work-related grievance is a grievance about an individual's employment that has implications only for the individual personally (such as payroll or remuneration issues, promotion decisions and interpersonal conflicts), but does not have any other significant implications for Panoramic Resources or relate to conduct about an eligible Reportable Matter as referred to above.

Reports about solely personal work-related grievances are not covered by this Policy and do not qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment (as explained in section 8.3) to you.

However, such a report may still qualify for protection if:

- it is a 'mixed' report – meaning it includes information indicating other misconduct beyond your personal circumstances (for example, widespread bullying or harassment);
- Panoramic Resources has breached employment laws;
- Panoramic Resources has breached any other laws punishable by imprisonment for a period of 12 months or more;
- Panoramic Resources has engaged in conduct that represents a danger to the public;

- you suffer from or are threatened with, detriment for making a Whistleblower Report; or
- you seek legal advice or representation about the operation of the Australian whistleblower laws.

If your report is a solely personal work-related grievance, you should raise the matter with your local Human Resources Representative.

If you are unsure, we encourage you to make your report under this Policy.

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## 6 Who Can I make a Whistleblower Report to?

Whistleblower Reports can be provided to any of the following persons. All of the people listed in this section 6 can receive reports that qualify for protection under the Australian whistleblower laws. However, we encourage you to make your report to the Whistleblower Protection Officer.

**Whistleblower Protection Officer –**  
The Company Secretary of Panoramic Resources has been nominated to be the Whistleblower Protection Officer

Telephone: +61 8 6266 8828

Email: [speakup@panres.com](mailto:speakup@panres.com)

Mail: PO Box Z5487, Perth WA 6831

### Other Designated Recipients

Alternatively, if you prefer, you can instead make a Whistleblower Report to the following Designated Recipients:

- any officer (including a director or company secretary) or a member of Panoramic Resources' executive leadership team (which includes Panoramic Resources' senior managers);
- an internal or external auditor<sup>1</sup> (including a member of an audit team conducting an audit on Panoramic Resources); or
- Panoramic Resources' registered tax agent or BAS agent<sup>2</sup>, if the report concerns Panoramic Resources' tax affairs or the tax affairs of an associate of Panoramic Resources, or an employee or officer at Panoramic Resources 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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## 7 How to Make a Report?

You may make a Whistleblower Report at any time to the people identified in section 6 in person, by email, post, or delivered by hand. An example form for making a Whistleblower Report is attached in **Annexure A** to this Policy.

If you make a report to a Panoramic Resources' email address, your email may be accessed by certain people within our IT department in accordance with Panoramic Resources' policies. If you are concerned about those limited circumstances in which your email might be accessed, you may prefer to make your report verbally or by mail.

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<sup>1</sup> The external auditor is Ernst & Young (Perth, Western Australia office)

<sup>2</sup> The registered tax agent is Ernst & Young (Perth, Western Australia office)

**You can make your report anonymously (and stay anonymous throughout and after any investigation) and still qualify for protection under the Australian whistleblower laws.**

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## **8 Protections for Whistleblowers**

Panoramic Resources handles any Whistleblower Reports made to it under this Policy in a manner so as to protect the whistleblower.

### **8.1 Identity Protections**

If you make a Whistleblower Report that is a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- you consent to that disclosure;
- any report of information does not include your identity and is reasonably necessary to investigate your report (but all reasonable steps must be taken to reduce the risk that you will be identified from the information);
- it is necessary to obtain legal advice about your report and the whistleblower laws, in which case, we can pass the information on to our lawyer; or
- we need to disclose the information to the Australian Federal Police; the Australian Securities and Investments Commission (“**ASIC**”); the Australian Prudential Regulatory Authority; or the Australian Commissioner of Taxation (“**ATO**”), if the report concerns Panoramic Resources’ tax affairs or the tax affairs of an associate of Panoramic Resources.

### **8.2 Confidentiality and Secure Record Keeping**

Subject to the exceptions allowed under section 8.1 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 Panoramic Resources 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.

Panoramic Resources will keep a whistleblower’s identify and their report confidential and secure by:

- obscuring your name and identifying features from any internal reporting (unless you agree for your identity to be known);
- limiting access to all paper and electronic documents and materials to those directly involved in managing and investigating the report; and
- ensuring that anyone who is involved in handling and investigating your report is aware of the confidentiality requirements.

### **8.3 Protection from Detriment**

Panoramic Resources is committed to protecting people who make a Whistleblower Report under this Policy.

No person at Panoramic Resources (including any officers, employees or contractors) may cause or threaten any detriment to any person because they think a report has been or might be made under this Policy.

“**Detriment**” includes (but is not limited to):

- dismissal of an employee;
- 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, reputation or financial position; or
- taking action against a person (including any disciplinary action or imposing a liability) for making a report.

However, Panoramic Resources is entitled to take steps that:

- are reasonably necessary to protect you from detriment (for example, moving you to another work area to protect you from detriment if you have made a report about your immediate work area); or
- relate to managing unsatisfactory work performance in line with Panoramic Resources’ performance management framework.

### **8.4 Protection from Civil, Criminal and Administrative Liability**

If you make a protected disclosure, you will also be protected from any of the following in relation to your report:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or otherwise using your report against you in a prosecution (other than for making a deliberately false report); and
- administrative liability – for example, disciplinary action for making a report.

However, you may be liable for any personal misconduct revealed by your report.

### **8.5 Compensation and Other Remedies**

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a report; and
- Panoramic Resources failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

## 8.6 Support and Practical Protections

Panoramic Resources has in place processes for protecting, supporting and monitoring the welfare of anyone who makes a Whistleblower Report. This includes risk assessment of any potential detriment, work adjustment considerations and support services such as counselling, stress management strategies and employee assistance programs.

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## 9 Investigation Process of Information Reported under this Policy

When you make a Whistleblower Report under this Policy, your report will typically be investigated as follows and by maintaining confidentiality in accordance with section 8.2:

**STEP 1** The Designated Recipient who receives your report will provide the information to the Whistleblower Protection Officer (or to the Chief Financial Officer if the report is about the Whistleblower Protection Officer), as soon as practicable, ensuring your identity is protected (in accordance with section 8.1), unless you have consented otherwise.

**STEP 2** The Whistleblower Protection Officer (or Chief Financial Officer if the report is about the Whistleblower Protection Officer) will determine whether your report is eligible and covered by this Policy and, if appropriate, appoint an investigator with no personal interest in the matter to conduct an investigation. If required, an external investigator will be appointed to ensure the investigation is handled fairly and independently or where specialist skills or expertise are necessary.

**STEP 3** The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the report an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are also entitled to access the support services referred to in section 8.6.

If you can be contacted (including through anonymous channels), we will give you regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates depending on the nature of your report.

Panoramic Resources will aim to conclude the investigations within three (3) months of receiving your report, however, that time may vary depending on the nature of the Reportable Matter.

**STEP 4** The outcome of the investigation will be reported to the Board (protecting your identity, if applicable) and may, if the Whistleblower Protection Officer considers appropriate, be shared with you and any persons affected.

**We encourage you to raise any concerns you have about the investigation of your Whistleblower Report, your treatment or any aspects of this Policy with the Whistleblower Protection Officer or the person to whom you made your report, and we will consider whether any further steps need to be taken.**

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## 10 Board Reporting and Oversight

The Whistleblower Protection Officer must provide the Board or its delegated committee at least quarterly reports on all active whistleblower matters, including information on:



- the number and nature of reports made in the last quarter (for example, who to and matter type);
- how reports were made;
- the status of any investigations underway;
- the frequency of communications with whistleblowers;
- the outcomes of completed investigations and actions taken; and
- the timeframes for responding and investigating reports.

The Board or its delegated committee will also be immediately informed promptly by the Managing Director of any material incidents reported under this Policy, including any information that may be materially price sensitive in accordance with Panoramic Resources' Guide to Disclosure of Information.

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## 11 Training

Our Whistleblower Protection Officer and all Designated Recipients of Whistleblower Reports must attend compulsory training on responding appropriately to reports made under this Policy.

Employees will be provided training on this Policy which will include information on how to make a Whistleblower Report, what are Reportable Matters, to whom a report can be made, the protections and support available and when further information or independent legal advice might be sought.

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## 12 How this Policy Interacts with Whistleblower Laws

### 12.1 Australian whistleblower laws

By making a Whistleblower Report in accordance with this Policy, you may be protected under the Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this Policy principally deals with internal Whistleblower Reports, the protections afforded by the Australian whistleblower laws (set out in section 8) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- ASIC, APRA or the ATO; or
- MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only where prior disclosure has been made to ASIC, APRA or the ATO and Panoramic Resources in certain circumstances. It is important you understand strict criteria apply and we recommend you obtain legal advice before making a disclosure to one of these people.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including Information Sheet 239 *How ASIC handles whistleblower reports*) and the ATO website.

## **12.2 Whistleblower Laws outside of Australia**

In the situation that you are a Panoramic Resources officer, employee or contractor based outside Australia, you may also have protections and obligations under the whistleblower laws in the country in which you are based.

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## **13 Non-compliance with this Policy**

Any breach of this Policy by personnel will be taken seriously by Panoramic Resources 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 Australian whistleblower laws, giving rise to significant penalties.

We encourage you to raise any concerns about non-compliance with this Policy with the Whistleblower Protection Officer in the first instance. You can also lodge any concerns to ASIC or the ATO for investigation.

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## **14 Review of this Policy**

This Policy must be reviewed by the Board or its delegated committee with the assistance of the Whistleblower Protection Officer at least every two (2) years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

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## Annexure A – Whistleblower Report Form

# Whistleblower Report Form



This form can be used by anyone who is or was a director, other officer, employee, contractor, consultant, supplier, supplier's employee, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This form is part of Panoramic Resources' Whistleblower Policy and is intended to assist you make a Whistleblower Report in relation to Panoramic Resources or an officer or employee of Panoramic Resources.

Use of this form (including provision of all information requested in it) is optional and it is open to you to make your report in another way, including by telephone.

You can provide this form to Panoramic Resources by email, post or hand.

The contact details for our Whistleblower Protection Officer are:

**Whistleblower Protection Officer – the  
Company Secretary**      Telephone: +61 8 6266 8828

Email: [speakupprotectionofficer@panres.com](mailto:speakupprotectionofficer@panres.com)

Mail: PO Box Z5487, Perth WA 6831

Please ensure that any report mailed is marked private and confidential and for the attention of the Whistleblower Protection Officer.

Alternatively, you can provide this form to any Designated Recipient in section 6 of Panoramic Resources' Whistleblower Policy.

# Whistleblower Report Form



SECTION A: CONSENT	
<input type="checkbox"/>	I consent to my identity being shared in relation to this report; OR
<input type="checkbox"/>	I wish for my identity to remain anonymous <i>(If you wish to remain anonymous, you do not need to complete section B and Section C)</i>
<input type="checkbox"/>	I consent to being contacted about my report <i>(If so, please complete Section C)</i>
<input type="checkbox"/>	I wish to receive updates about my report <i>(If so, please complete Section C)</i>
SECTION B: PERSONAL DETAILS	
<b>Name:</b>	
<b>Address:</b>	
<b>Location (if applicable):</b>	<input type="checkbox"/> Australia <input type="checkbox"/> Other Country, please advise: _____
<b>Department / Team (if applicable):</b>	
<b>Role / Position:</b>	
SECTION C: CONTACT DETAILS	
<b>Preferred telephone no:</b> <i>(this may be a private number; please include country and area code)</i>	
<b>Preferred email address:</b> <i>(this may be a private email address)</i>	
<b>Preferred contact method:</b> <i>(phone / email / in person)</i>	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
<b>Best time to contact you:</b>	

**SECTION D: DISCLOSURE**

**All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.**

<p><b>1</b></p>	<p>A description of your concerns, including:</p> <ul style="list-style-type: none"><li>• <i>Location</i></li><li>• <i>Time</i></li><li>• <i>Persons involved</i></li></ul> <p><i>(You are encouraged to include with this report any supporting evidence you may hold – you can use box 7 or a separate page if you run out of space)</i></p>	
<p><b>2</b></p>	<p>How did you become aware of the situation?</p>	
<p><b>3</b></p>	<p>Who was involved in the conduct, including any names, departments and position?</p>	

<p><b>4</b></p>	<p>Does anyone else know about the matters you are concerned about?</p> <p><i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i></p>	
<p><b>5</b></p>	<p>Do you have any concerns about you or any other person being discriminated against or unfairly treated because of this report?</p>	
<p><b>6</b></p>	<p>Do you think the reported conduct might happen again?</p>	
<p><b>7</b></p>	<p>Please include any other details which you believe are relevant</p>	

**DATED:** \_\_\_\_\_