



Whistleblower Protection Policy

1. Introduction

AHK is committed to the highest standards of conduct and ethical behaviour and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.

This Policy forms part of AHK's risk management framework and other associated risk and compliance policies. This Policy is underpinned by AHK's objectives, to be open and trustworthy.

AHK encourages the disclosure of any instances of actual or suspected unethical, illegal, fraudulent or undesirable conduct involving AHK and provides protections and measures so that those persons who make a disclosure may do so confidentially and without fear of intimidation, disadvantage or reprisal.

This Policy sets out:

- who is entitled to protection as a Whistleblower;
- the protections to which Whistleblowers are entitled; and
- how disclosures made by Whistleblowers will be handled by AHK.

This policy applies to anyone who is appointed, employed or engaged by AHK, including directors, contractors, consultants, employees (whether permanent, fixed term or temporary), and secondees wherever located (collectively referred to as **you** in this Policy).

Terms used in this Policy are defined in the glossary to this Policy (**Glossary**).

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, a person may be afforded protection under the Statutory Whistleblower Regimes.

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3. Eligibility for protection under this policy and the Statutory Whistleblower Regimes

3.1 Eligibility overview

To be eligible for protection as a Whistleblower under this Policy and the Statutory Whistleblower Regimes, a person must:

- be one of the individuals set out in section 3.2;
- disclose information regarding the type of matters set out in section 3.3; and
- disclose that information to one of the persons set out in section 3.4.

3.2 Who is eligible to make disclosures?

Disclosures can be made by an individual who is or has been:

- an Officer or employee of AHK;
- an individual contractor, consultant or supplier of goods or services to, or business partner of, AHK;
- an employee of a contractor, consultant or supplier of goods or services to, or a business partner of AHK;
- an individual who is an Associate of AHK; or
- a Family Member of an individual referenced in the points above.

A person may choose to disclose information anonymously and to remain anonymous over the course of any inquiry into or investigation of the disclosure made and after the inquiry or investigation is finalised.

Anonymous disclosure, however, may have significant limitations that may inhibit a proper and appropriate inquiry or investigation. These limitations include the inability to provide feedback on the outcome and/or to gather additional particulars to assist any inquiry/investigation.

Specific protection mechanisms may be difficult to enforce if a Whistleblower chooses to remain anonymous. If an anonymous disclosure is made the Whistleblower should maintain periodic two-way communication with the person to whom the disclosure is made so follow up questions may be asked and answered or feedback may be provided. An anonymous Whistleblower may, at any time, refuse to answer questions that the Whistleblower feels could reveal their identity.

3.3 What types of information can be disclosed?

A disclosure for which protection is afforded by this policy and the Statutory Whistleblower Regimes must concern information that the discloser has reasonable grounds to suspect:

- constitutes misconduct or an improper state of affairs or circumstances in relation to AHK;
or

- indicates that AHK or an Officer or employee of AHK has engaged in conduct that constitutes an offence against, or a contravention of, a provision of any of the following:
 - the Corporations Act;
 - the Australian Securities and Investment Commission Act 2001;
 - the Banking Act 1959;
 - the Financial Sector (Collection of Data) Act 2001;
 - the Insurance Act 1973;
 - the Life Insurance Act 1995;
 - the National Consumer Credit Protection Act 2009;
 - the Superannuation Industry (Supervision) Act 1993;
 - an instrument made under any of the Acts referenced above; or
- constitutes an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

Examples of what constitutes misconduct include conduct which:

- is dishonest, fraudulent or corrupt (including giving or receiving a bribe);
- is illegal activity (such as theft, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of AHK policies;
- represents a danger to the public or to the financial system (even if not a breach of any law);
- is potentially damaging to AHK, an Officer or employee of AHK or a third party, such as unsafe work practices, environmental damage, health risks or an abuse of the Company's property or resources;
- is an abuse of authority;
- has caused or may cause financial loss to the Company or damage the reputation of either of them or be otherwise detrimental to the interests of either of them;
- involves or may disclose a culture of harassment, discrimination, victimisation or bullying within the Company; or
- involves or may involve a detriment to a person who is or proposes to be a Whistleblower; or is suspected or believed to be, or could be, a Whistleblower;

engaged in by AHK or an Officer or employee of AHK.

The expression "improper state of affairs or circumstances" is not defined in the Corporations Act and will have its common meaning in the English language interpreted, according to ASIC, broadly.

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A disclosure:

- is not protected by this Policy or the Statutory Whistleblower Regimes if it is solely about a Personal Work-related Grievance, unless the report is made to a legal practitioner for the purpose of obtaining legal advice or representation about the operation of this Policy or the whistleblower protections afforded by the Statutory Whistleblower Regimes; but
- may be protected by this Policy or the Statutory Whistleblower Regimes even though it turns out to be incorrect.

3.4 To whom should a disclosure be made?

To qualify for protection under this Policy and the Statutory Whistleblower Regimes a disclosure must be made, in person or by email, telephone or letter (posted or delivered) to any one of the following:

- an Officer or Senior Manager within AHK;
- the Whistleblower Governance Officer whose contact details are as set out in the definition of that expression in the Glossary;
- an auditor or member of an audit team conducting an audit of AHK (the auditor of which is Moore Australia (WA) Pty Ltd, as at July 2022. Neil Pace, a partner of Moore is contactable by email at neil.pace@moore-australia.com.au, by telephone on +61 8 92255355 or by letter, sent by post or hand delivered, addressed to Neil Pace at Level 15 Exchange Tower 2 The Esplanade, Perth WA 6000 and marked “private and confidential”);
- a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of this policy or the whistleblower provisions in the Statutory Whistleblower Regimes; or
- if the discloser considers it necessary that the disclosure be made externally, to the Australian Securities and Investment Commission, the Australian Federal Police or any other Commonwealth body prescribed by the Regulations (see relevant authority’s website for contact details); or
- if the disclosure concerns AHK’s Tax Affairs: AHK’s registered tax agent or BAS agent, or an employee or Officer within AHK who has functions or duties relating to AHK’s Tax Affairs and who may be assisted in their role by knowing that information; or the Commissioner of Taxation (see Australian Tax Office website for contact details); or
- if the disclosure is a Public Interest Disclosure or Emergency Disclosure, in certain circumstances as provided in the Statutory Whistleblower Regimes, to a journalist or a parliamentarian.

All Officers and Senior Managers to whom a disclosure is made must notify the Whistleblower Governance Officer of the disclosure and provide particulars of it and maintain confidentiality about it.

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AHK encourages the making of disclosures to an AHK Officer or Senior Manager, or, if the discloser prefers, the Whistleblower Governance Officer, in the first instance as this will enable AHK to identify and address wrongdoing as early as possible and build trust in this Policy and the processes and procedures under it.

4. Confidentiality

4.1 Whistleblower identity must be kept confidential

Subject to section 4.2, AHK is legally obliged to keep the identity of a Whistleblower (or information that is likely to lead to their identity becoming known) confidential unless disclosure is necessary for the furtherance of an inquiry or investigation and the Whistleblower has consented to that disclosure.

If a Whistleblower does consent to the disclosure of their name, only a limited number of people who are directly involved in handling and inquiring into or investigating the disclosure will be made aware, on a confidential basis, of the Whistleblower's identity or information that is likely to lead to the Whistleblower being identified.

To assist with protection of a Whistleblower's identity:

- all files and records created related to a disclosure or an inquiry/investigation will be stored and retained securely and confidentially with access restricted to those directly involved in managing and inquiring into or investigating the disclosure;
- no communication or document relating to the inquiry/investigation of a disclosure will be sent to an email address or to a printer that can be accessed by other staff; and
- each person who is involved in handling and inquiring into or investigating a disclosure will be reminded about the confidentiality requirements, including that an unauthorised disclosure of a Whistleblower's identity may be a criminal offence.

Information disclosed by a Whistleblower can be disclosed without the Whistleblower's consent if:

- the information does not include the Whistleblower's identity;
- AHK has taken all reasonable steps to reduce the risk that the Whistleblower will be identified from the information; and
- it is reasonable and necessary for inquiring into or investigating the issues raised in the disclosure made by the Whistleblower.

The measures AHK will take to minimise the risk that a Whistleblower will be identified from the disclosure of information the Whistleblower has disclosed include:

- all the Whistleblower's personal information or reference to the Whistleblower witnessing an event will be redacted;

- the Whistleblower will be referred to in a gender-neutral context;
- where possible, the Whistleblower will be contacted to help identify aspects of the disclosure that could inadvertently identify the Whistleblower; and
- the disclosure will be handled and inquired into or investigated by qualified staff or external investigators.

If confidentiality in respect of a Whistleblower's identity is breached the Whistleblower may lodge a complaint with the Whistleblower Governance Officer (contact details provided in the definition of that term in the Glossary) or with a regulator, such as ASIC or the Australian Taxation Office.

If a disclosure is to be inquired into or investigated, it will be necessary to disclose the fact and substance of the disclosure to a person who is the subject of the disclosure as it is essential for natural justice to prevail. Although confidentiality will be maintained unless the Whistleblower otherwise consents, in some circumstances, the source of the disclosed issue may be obvious to a person who is the subject of a disclosure even, though AHK has taken all reasonable steps to reduce the risk of the Whistleblower being identified from the information disclosed.

People also may be able to guess the identify of a Whistleblower if:

- the Whistleblower has previously mentioned to other people that the Whistleblower is considering making a disclosure;
- the Whistleblower is one of a very small number of people with access to the information the Whistleblower discloses; or
- the Whistleblower's disclosure is of, or relates to, information that the Whistleblower has previously been told privately and in confidence.

4.2 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, to:

- a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to the operation of this policy or a Statutory Whistleblower Regime;
- the Australian Federal Police;
- the Australian Securities and Investments Commission;
- the Australian Prudential Regulatory Authority; or
- if the disclosure concerns Tax Affairs, the Commissioner of Taxation.

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4.3 Provision of Whistleblower information to a court or tribunal

AHK's Officers, employees and Associates must not disclose or produce to a court or tribunal any information or document which discloses the identity of a Whistleblower (or information likely to lead to their identity becoming known) without seeking the advice of the Whistleblower Governance Officer.

5. Whistleblower Protection Officer

5.1 Appointment of Whistleblower Protection Officer

If a Whistleblower so requests, a Whistleblower Protection Officer may be appointed who is an officer, senior manager or employee of the Company or an external person to support and provide protection to the Whistleblower according to this policy.

5.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer will provide mentoring and other support deemed necessary by the Whistleblower Protection Officer.

5.3 Responsibilities of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for keeping the Whistleblower informed of the progress and outcomes of the inquiry/investigation subject to considerations of privacy of those against whom a disclosure has been made.

6. Whistleblower Governance Officer

6.1 Who is the Whistleblower Governance Officer?

The Whistleblower Governance Officer is the person defined as such in section 13 of this Policy.

6.2 Responsibility of Whistleblower Governance Officer

The Whistleblower Governance Officer is responsible for receiving Whistleblower disclosures of wrongdoing and overseeing their resolution and must:

- promptly after receiving a Whistleblower disclosure of wrongdoing assess the information disclosed to determine:
 - whether it qualifies for protection under this policy of the Statutory Whistleblower Regimes; and
 - if and how it should be inquired into or investigated and, if an inquiry or investigation is to occur, the timelines for it; and

- if it is to be inquired into or investigated:
 - if the Whistleblower agrees or asks, appoint a Whistleblower Protection Officer to provide support to the Whistleblower;
 - inquire into or investigate, or appoint another internal or external person, with appropriate training or experience to inquire into or investigate the disclosure of wrongdoing;
 - where a disclosure of wrongdoing is inquired into or investigated by a person other than the Whistleblower Governance Officer ensure that the disclosure is appropriately inquired into or investigated;
 - be satisfied that action taken in response to the inquiry/investigation is appropriate to the circumstances; and
 - provide governance oversight over any inquiry/investigation into Detriment caused to a Whistleblower, or another person, wholly or partly because of a disclosure of wrongdoing made by the Whistleblower.

7. Prohibition of Detriment

7.1 No Detriment based on Whistleblower status

AHK's Officers, employees and Associates must not cause or threaten any Detriment to any person for a reason which includes that they or any other person:

- is or proposes to be a Whistleblower; or
- is suspected or believed to be, or could be, a Whistleblower.

Causing Detriment in breach of this Policy may lead to disciplinary action (including termination of appointment, employment or engagement).

It may also be an offence under the Statutory Whistleblower Regimes to subject any person to Detriment if the reason for the Detriment is, wholly or partly, that the person causing the Detriment believes or suspects that a disclosure of wrongdoing has been made, may have been made, is proposed to be made or could be made by the person subjected to the Detriment (or another person).

Detriment does not include:

- the taking, by AHK of administrative action that is reasonable for the purpose of protecting a person from Detriment (e.g. moving a Whistleblower who has made a disclosure about their immediate work area to another area); or
- the Company managing a Whistleblower's (or anyone else's) own unsatisfactory performance in line with the Company's performance management framework.

Where Detriment is threatened, it does not matter whether the person to whom the threat is made actually fears that the threat will be carried out.

7.2 Whistleblower immunity

AHK must not:

- subject a Whistleblower to any liability or disciplinary action for making a disclosure; or
- enforce a remedy or exercise a right against a Whistleblower, for making a disclosure; or
- terminate a contract with the Whistleblower on the basis that the disclosure constitutes a breach of the contract.

A Whistleblower, however, may be held liable for any personal misconduct revealed by their disclosure or an inquiry or investigation following a disclosure.

A person making a disclosure which is found to be false and who knew it to be false or made it maliciously may face disciplinary action. A disclosure made which is trivial or vexatious may be treated as if it were found and known to be false.

In certain circumstances the Statutory Whistleblower Regimes afford additional legal protections to a Whistleblower, such as:

- indemnity against civil, criminal or administrative liability (other than civil, criminal or administrative liability for conduct of the Whistleblower that is revealed by the disclosure or an inquiry or investigation following a disclosure);
- inadmissibility of information disclosed in evidence against the Whistleblower in criminal proceedings or in proceedings for the imposition of a penalty (other than proceedings in respect of the falsity of the information disclosed);
- qualified privilege in respect of the information in defamation proceedings; and
- in the absence of malice on the Whistleblower's part, not being liable to an action for defamation at the suit of a person in respect of the information disclosed.

8. Investigations of information disclosed

When a disclosure is made which may fall under this Policy or a Statutory Whistleblower Regime, the following steps must be followed except where, in the opinion of the Whistleblower Governance Officer, it would be inappropriate or unreasonable in the circumstances to do so:

- the person who received the information must provide the information to the Whistleblower Governance 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);
- as soon as practicable, the Whistleblower Governance Officer must assess the information disclosed to determine whether the disclosure falls within the scope of this policy or one of the Statutory Whistleblower Regimes and, if so, whether the nature and

seriousness of the information disclosed justify that an inquiry or investigation take place;

- if the information disclosed is assessed as justifying an inquiry or investigation the Whistleblower Governance Officer must inquire into or investigate or, if the Whistleblower Governance Officer thinks fit appoint an internal or external investigator with appropriate training or experience and with no personal interest to inquire into or investigate, the information disclosed;
- the person conducting an inquiry or investigation must conduct it in an objective and fair manner, ensuring to provide any person 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;
- the Whistleblower Governance Officer or person conducting an inquiry/investigation (as applicable) must if the Whistleblower can be contacted, provide the Whistleblower with regular (timing may vary depending on the nature of the disclosure) updates regarding the assessment of the information disclosed and any inquiry/investigation that is taking place;
- the outcome of the inquiry or investigation must be reported to the Board, and may (subject to considerations of the privacy of those against whom allegations are made) be reported to the Whistleblower and any persons affected as the Whistleblower Governance Officer considers appropriate;
- the Whistleblower Governance Officer or any person appointed to conduct an inquiry or investigation may call on internal or external experts (such as legal or accounting experts) to assist the Whistleblower Governance Officer or appointee (as applicable) with the inquiry or investigation.

Reasonably comprehensive notes of all steps taken in an inquiry/investigation must be kept by the person conducting it which must be stored and handled as contemplated in section 4.1 above regarding the storage and handling of records and documents.

Subject to the exceptions allowed under section 4.2 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 an inquiry or investigation (including in any reporting to the Board or to any persons affected). All persons responsible for or involved in an inquiry/investigation must take all reasonable steps to reduce the risk that a Whistleblower will be identified.

A Whistleblower may raise any concerns or complaints regarding this policy or their treatment with the Whistleblower Governance Officer or the Chairman of the Board or of the Audit and Risk Committee of the Board.

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9. Board reporting

Subject to the confidentiality obligations in section 4, the Whistleblower Governance Officer must provide the Board at least quarterly reports on all active Whistleblower matters, including information on:

- the number and nature of disclosures made in the last quarter;
- the status of any inquiry or investigations underway; and
- the outcomes of any inquiries or investigations completed and actions taken as a result of those inquiries/investigations.

10. Training

All AHK Officers and employees must attend compulsory training organised by the Company regarding the Company's Whistleblower program.

All the persons listed in section 3.4(a) of this policy must attend compulsory training, organised by AHK, on responding appropriately to disclosures made by Whistleblowers or potential Whistleblowers.

11. Policy review

This policy must be reviewed by the Whistleblower Governance Officer at least every two years to ensure it is operating effectively.

Any recommended changes must be approved by the Board before being implemented.

12. Consequences for contravention of Policy

Any contravention of sections 4 or 5 of this Policy by an Officer, employee or contractor will be taken seriously by AHK, and may be the subject of a separate investigation and/or disciplinary action.

A contravention of this Policy may also amount to a civil or criminal contravention under the Statutory Whistleblower Regimes, giving rise to significant penalties.

13. Glossary

Unless the context otherwise requires, an italicised term in this policy has the applicable following meaning:

AHK means Ark Mines Ltd (ACN 123 668 717) and its related bodies corporate.

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Associate means any individual who is:

- an associate of the Company within the meaning of the Corporations Act 2001 (Cth) (i.e. generally persons with whom the Company is acting in concert); or
- if the disclosure relates to the Company's Tax Affairs, an associate of the Company within the meaning of section 318 of the Income Tax Assessment Act 1936 (Cth) (a complex definition too detailed to be set out here).

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. It also includes omission to take an advantageous action which would, but for a disclosure of wrongdoing, likely have been taken.

Emergency Disclosure means a disclosure, made to a Federal, State or Territorial parliamentarian or journalist:

- of information that has previously be disclosed in circumstances that qualifies for protection under the Statutory Whistleblower Regime in the Corporations Act:
- where the discloser:
 - has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment; and
 - has notified the body to which the previous disclosure was made of the discloser's intention to make an emergency disclosure such notification to include sufficient information to identify the previous disclosure; and
- the extent of the information disclosed to the parliamentarian or journalist concerned is no greater than is necessary to inform the parliamentarian or journalist of the substantial and imminent danger.

[Note: Further detail regarding Emergency Disclosure is to be found in section 1317AAD of the Corporations Act]

Family Member means a:

- Spouse, parent, child, sibling or other Relative of an individual; or
- dependent of the individual or their Spouse.

Officer has the same meaning as in the Corporations Act 2001 (Cth) (which includes but is not limited to directors and company secretaries).

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:

- include information about misconduct or is information about misconduct that includes or is accompanied by a Personal Work-related Grievance (i.e. a mixed disclosure);
- have significant implications to the entity to which it relates, or any other entity, that does not relate to the individual;
- include information:
 - about a breach or suspected breach of employment or other law involving imprisonment for a period of 12 months or more;
 - about conduct that represents a danger to the public; or
 - that suggests misconduct beyond the individual's circumstances; or
- does not concern Detriment to a Whistleblower or another person (see section 5 of this policy).

Public Interest Disclosure means a disclosure, made to a Federal, State or Territorial parliamentarian or journalist:

- of information that has, at least 90 days previously, been disclosed in circumstances that qualifies for protection under the Statutory Whistleblower Regime in the Corporations Act;
 - where the discloser does not have reasonable grounds to believe that action to address the matter previously disclosed has been or is being taken; but
 - has reasonable grounds to believe that making a further disclosure would be in the public interest; and
 - has (after that 90-day period) notified the body to which the previous disclosure was made of the discloser's intention to make a public interest disclosure such notification to include sufficient information to identify the previous disclosure; and
- the extent of the information disclosed to the parliamentarian or journalist concerned is no greater than is necessary to inform the parliamentarian or journalist of the misconduct or the improper state of affairs or circumstances or the conduct referred to in section 3.3(b) of this policy involved.

[Note: Further detail regarding Public Interest Disclosure is to be found in section 1317AAD of the Corporations Act]

Relative in relation to a person means the spouse, parent or remoter lineal ancestor, child or remoter issue, or brother or sister of the person.

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Senior Manager means a person (other than a director or secretary of AHK) who:

- makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the corporation; or
- has the capacity to significantly affect the corporation's financial standing.

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

Statutory Whistleblower Regimes means either or both of the regimes contained in Part 9.4AAA of the Corporations Act 2001 (Cth) 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 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 Governance Officer means the Company Secretary, Mr Ian Mitchell, (contactable by email at ian@mitchellandsmith.com.au, by telephone on 02 92325444 or by letter, sent by post or hand delivered, addressed to him at Suite 9.04a, Level 9, MLC Centre, 29 Martin Place, Sydney, NSW, 2000 and marked private and confidential), unless a disclosure concerns or involves the Company Secretary when, in relation to that disclosure it means the Chairman of the Board of the Company, Mr Antony Corel (contactable by email at antonyorel@outlook.com, by telephone on +44.783.357.8088 or by letter, sent by post or hand delivered, addressed to Mr Antony Corel at 6 Harrogate House, 29 Sloane Square, London, SW1W8AE, United Kingdom and marked "private and confidential").

Whistleblower Protection Officer means the person appointed as such by the Whistleblower Governance Officer at the request or with the consent of any particular Whistleblower.