

19 February 2020

# Whistleblower Policy

## 1. Policy Statement

Sunrise Energy Metals Limited (**Company** or **Sunrise Energy Metals**) is committed to the highest standards of conduct and ethical behaviour in all of our business activities. Sunrise Energy Metals supports a culture of honest and ethical behaviour in ensuring good corporate compliance and governance.

Sunrise Energy Metals encourages the reporting of any instances of suspected misconduct including unethical, illegal, fraudulent or undesirable conduct involving Sunrise Energy Metals' businesses. Sunrise Energy Metals will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

This policy summarises the protections offered by Sunrise Energy Metals to whistleblowers, including key provisions under Part 9.4AAA of the Corporations Act 2001 (Cth) (**Corporations Act**) and other Australian legislation.<sup>1</sup>

The purpose of this policy is to set out:

- the types of Reportable Conduct that qualify for 'whistleblower' protection;
- the protections available to whistleblowers;
- who Reportable Conduct can be reported to and how to make reports;
- how Sunrise Energy Metals will support and protect whistleblowers;
- how Sunrise Energy Metals will investigate Reportable Conduct; and
- how Sunrise Energy Metals will ensure fair treatment of employees who make or are the subject of reports.

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<sup>1</sup> Note that separate whistleblowing protections may apply under the *Taxation Administration Act 1953* (Cth) (**Taxation Administration Act**) in relation to disclosures concerning Reportable Conduct in relation to the tax affairs of Sunrise Energy Metals. The protections provided in the tax whistleblower regime under the Taxation Administration Act are not addressed in any detail in this policy. Please refer to the relevant legislation and the webpage of the Australian Taxation Office (ATO) on tax whistleblowers (<https://www.ato.gov.au/general/gen/whistleblowers/>) for more detail.

## 2. Availability of Policy

A copy of this policy will be made available on the Sunrise Energy Metals intranet and website and in policy handbooks. A copy of this policy will be provided to new employees and contractors as part of their induction.

## 3. What is Reportable Conduct?

You may make a report as a 'whistleblower' under this policy if you have reasonable grounds to suspect that the disclosed information concerns misconduct, an improper state of affairs or circumstances in relation to Sunrise Energy Metals, or systemic issues within the business.

'Reportable Conduct' may include:

- dishonest, fraudulent or corrupt activity, including bribery;
- illegal or unlawful activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);<sup>2</sup>
- unethical behaviour or breach of Sunrise Energy Metals' policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Sunrise Energy Metals' Code of Conduct or other policies or procedures);
- potentially damaging conduct to Sunrise Energy Metals, a Sunrise Energy Metals employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Sunrise Energy Metals property or resources;
- conduct that amounts to an abuse of authority;
- conduct that may cause financial loss to Sunrise Energy Metals or damage its reputation or be otherwise detrimental to Sunrise Energy Metals' interests;
- improper conduct in relation to Sunrise Energy Metals' tax affairs; or
- conduct that involves any other kind of serious impropriety.

'Reasonable grounds' requires you to have an objective basis for the report of misconduct. Reports which are not made on a 'reasonable grounds' may not attract 'whistleblower' protection and may be considered vexatious.

Complaints regarding personal work-related grievances such as interpersonal conflicts generally do not qualify for protection under the Corporations Act and should, where possible, be made through Sunrise Energy Metals' workplace grievance procedures.

Complaints regarding occupational health and safety should, where possible, be made through Sunrise Energy Metals' occupational health and safety procedures.

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<sup>2</sup> including the *Corporations Act* or the *Corporations Regulations*, the *Australian Securities and Investments Commission Act 2001* (Cth) or the regulations made under it, the *Banking Act 1959* (Cth), the *Financial Sector (Collection of Data) Act 2001* (Cth), the *Insurance Act 1973* (Cth); the *Life Insurance Act 1995* (Cth), the *National Consumer Credit Protection Act 2009* (Cth), the *Superannuation Industry (Supervision) Act 1993* (Cth), or an instrument made under any of those Acts.

#### 4. Who is an “Eligible Whistleblower”?

The following persons are capable of being 'eligible whistleblowers':

- any current or former officer of Sunrise Energy Metals;
- any current or former employee of Sunrise Energy Metals;
- any person who supplies or has supplied goods or services to Sunrise Energy Metals or its employees; and
- the family members of the above categories of persons.

#### 5. Who Can I Make a Report to?

Sunrise Energy Metals has a number of channels for making a report if you become aware of any issues or behaviour which you consider to be Reportable Conduct. Reports can be made to any of the following:

##### Internal Reporting

**a) Supervisors, Managers and Officers:**

You may raise the matter with any of Sunrise Energy Metals’ officers or with your immediate supervisor, manager or another senior supervisor within your division/business unit. A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer listed below or a senior executive within the division/business unit.

Sunrise Energy Metals’ employees or contractors working within a Sunrise Energy Metals team may also report directly to a Protected Disclosure Officer, as outlined below.

**b) Protected Disclosure Officers:**

Melanie Leydin	Phone: +613 9692 7222
Company Secretary	Email: <a href="mailto:mleydin@leydinfreyer.com.au">mleydin@leydinfreyer.com.au</a>
	Address: Level 4, 100 Albert Road, South Melbourne VIC 3205

Ben Stockdale	Phone: +613 9797 6777
CFO	Email: <a href="mailto:bstockdale@sunriseem.com">bstockdale@sunriseem.com</a>
	Address: L6, 350 Collins St, Melbourne VIC 3000

##### External Reporting

**c) Sunrise Energy Metals’ auditors or actuaries:**

Mr Tony Romeo	KPMG
Audit Partner	Phone: 613 9288 6724
	Email: <a href="mailto:tromeo@kpmg.com.au">tromeo@kpmg.com.au</a>
	Address: Tower Two, Collins Square, 727 Collins St Docklands VIC 3008

**d) Commonwealth Agencies:**

In addition, reports may be made to the following external regulatory organizations:

Australian Securities and Investments Commission (ASIC) [www.asic.gov.au](http://www.asic.gov.au);

Australian Prudential Regulatory Authority (APRA) [www.apra.gov.au](http://www.apra.gov.au);

the Commissioner of Taxation (ATO) [www.ato.gov.au](http://www.ato.gov.au); or

the Australia Federal Police (AFP) [www.afp.gov.au](http://www.afp.gov.au).

**e) Lawyer**

Reports may be made to a lawyer for the purposes of obtaining legal advice.

### **Emergency Disclosure**

An 'emergency disclosure' may be made to parliament or a journalist if:

- you have first made a qualifying disclosure to ASIC, APRA, the Commissioner or Taxation or a prescribed Commonwealth authority;
- a reasonable period must have passed since that disclosure was made;
- you have reasonable grounds to believe that there is an imminent risk of serious harm or danger to public health or safety, or to the financial system, if the information is not acted on immediately; and
- after the end of the reasonable period, you gave notice to the body to which the original disclosure was made that states that you intend to make an emergency disclosure and which notice includes sufficient information to identify the original disclosure.

## **6. Sunrise Energy Metals' Investigation of Reportable Conduct**

Sunrise Energy Metals will investigate all matters reported under this policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may appoint an internal or external person to assist in, or to carry out the investigation of a matter raised in a report. Where appropriate, Sunrise Energy Metals will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

A whistleblower may be identified in the course of the investigation, even when their identity has not been disclosed, or a report was made anonymously. Where this occurs, the whistleblower's identity will be protected.

Due process will be observed before any action is taken against a person against whom a disclosure is made. Such action will only occur where there is cogent evidence of the alleged misconduct or improper state of affairs or circumstances.

## **7. Protection of Whistleblowers**

Sunrise Energy Metals is committed to ensuring confidentiality in respect of all matters raised under this policy, so that those who make a report on reasonable grounds are treated fairly and do not suffer any disadvantage or detriment.

### **7.1 Protection of your identity and confidentiality**

You may make a report anonymously, or you may identify yourself.

Subject to compliance with legal requirements, upon receiving a report under this policy, Sunrise Energy Metals will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal your identity as a whistleblower, without first obtaining your consent.

However, Sunrise Energy Metals encourages all notifiers, where they are comfortable doing so, to provide their name and consent to this being shared with the investigator to:

- facilitate an effective investigation into the reported conduct. Investigations into anonymous complaints can be limited if further information is needed from the notifier;
- ensure that the notifier is afforded all relevant protections; and
- ensure that there are no inadvertent breaches of confidentiality obligations.

While anonymous reports will be treated with the same seriousness as all reports, it can be difficult to properly investigate matters where the notifier is anonymous.

If you do not consent to your identity being disclosed to any other persons, it will still be lawful to:

- disclose your identity to:
  - ASIC, APRA, the AFP or the Commissioner of Taxation;
  - a legal practitioner for the purposes of obtaining advice about the disclosure; or
  - to a body prescribed by the regulations,
- disclose information that may lead to the identification of the individual if this is reasonably necessary for the purpose of investigating the disclosure.

Any disclosure that you consent to will be on a strictly confidential basis.

### **7.2 Protection of files and records**

All files and records created from an investigation will be retained under strict security and unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, to obtain legal advice or for corporate governance purposes) without your consent as a whistleblower will be a breach of this policy.

You are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Sunrise Energy Metals' disciplinary procedures.

### **7.3 Fairness**

It is unlawful for a Sunrise Energy Metals employee or contractor to be subjected to detrimental treatment as a result of making a report on reasonable grounds under this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

If you believe you have been subjected to detrimental treatment because you made a report under this policy, you should contact a senior supervisor, or the Public Disclosure Officers for immediate assistance. You may also seek independent legal advice including regarding the availability of compensation and other legal remedies in the event that you suffer loss, injury or damage as a direct result of making a report.

A whistleblower who makes a disclosure in accordance with this policy will not be held liable (in a civil, criminal or administrative sense) for doing so. However, whistleblowers will not necessarily be absolved from the consequences of their involvement in any misconduct disclosed.

## **8. Duties of Employees in Relation to Reportable Conduct**

It is expected that employees of Sunrise Energy Metals who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

## **9. Group Reporting Procedures**

Protected Disclosure Officers will report to the Risk Sustainability Committee on the number and type of whistleblower incident reports annually, to enable Sunrise Energy Metals to address any issues.

These reports will be made on a 'no names' basis, maintaining the confidentiality of matters raised under this policy. The Sustainability Committee will receive copies of all whistleblower reports, and whistleblower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Sustainability Committee.

## **10. Divisional / Business Unit Policies**

Given the diversified nature of Sunrise Energy Metals' operations across a number of geographic and industry sectors, individual divisions/business units may adopt their own whistleblower policy specific to the requirements of their activities.

Any whistleblower policies at a divisional/business unit level must be consistent with this policy. In the event of any inconsistency, this policy will apply.

### **11. Amendment of this Policy**

This policy cannot be amended without approval from the Sunrise Energy Metals Board. It will be reviewed annually to ensure that it remains effective, legally compliant and meets best practice standards.

### **12. Reference and Related Documents**

Sunrise Energy Metals Code of Conduct

### **13. Approved and Adopted**

This policy was reviewed, approved and adopted by the Board on 19 February 2020.