

Whistleblower Policy

1. INTRODUCTION AND PURPOSE

Agua Resources Limited (**Company** or **Agua**) and its related bodies corporate (collectively, the **Group**) are committed to maintaining high standards of integrity, ethical behaviour and corporate governance. The Group recognises the importance of ensuring a safe, supportive and confidential environment where people feel confident about reporting wrongdoing and are supported and protected throughout the process.

The purpose of this Whistleblower Policy (**Policy**) is to:

- (a) establish a system for the reporting, investigation and resolution of Reportable Matters (see section 3.2 for the definition of “Reportable Matters”);
- (b) encourage the reporting of Reportable Matters and ensure that any such reports are dealt with appropriately; and
- (c) set out how the Group will support and protect individuals who report Reportable Matters in accordance with this Policy (**Whistleblowers**).

Nothing in this Policy should be taken as restricting anyone from reporting any matter or providing any information to a regulator (such as Australian Securities and Investments Commission (**ASIC**)), the police or any other person in accordance with any relevant law, regulation or other requirement.

This Policy has been developed to align with, and is underpinned by, the Group’s values referred to in its Code of Conduct.

2. WHO DOES THIS POLICY APPLY TO?

This Policy applies to anyone who is, or has been:

- (a) a director, officer or an employee (whether permanent, part time, fixed-term or temporary);
- (b) contractors, consultants, suppliers of services or goods (whether paid or unpaid) and employees of those suppliers; and
- (c) third party providers, interns, secondees, auditors, advisers and former employees of the Group, individuals who are associates of any entity within the Group;

of a company within the Group; or

- (d) relatives, dependents and spouses of any of those persons. (collectively, **Personnel**).

Any person in the Group can make a disclosure of Reportable Matters under this Policy and is encouraged to do so.

In broad terms, the protections available under this policy and the Corporations Act are available when a Personnel makes a report about Reportable Matter to certain people or categories of people (e.g. an Eligible Recipient as defined below).

A report made in these circumstances is referred to in this policy as a **Protected Report**.

3. REPORTING

3.1 Responsibility to report

The Group relies on its Personnel to help maintain its commitment to honest and ethical behaviour. It is the responsibility of all Personnel to report any Reportable Matters in accordance with this Policy.

3.2 What is a Reportable Matter?

A **Reportable Matter** is any conduct, whether actual, suspected or intended, by a company within the Group or Personnel that is:

- (a) criminal, dishonest, fraudulent or unethical;
- (b) illegal, corrupt or an irregular use of the Group's funds;
- (c) a serious breach of the Group's policies;
- (d) an improper or misleading practice regarding accounting or financial reporting;
- (e) a failure to comply with any legal or regulatory obligation (including the ASX Listing Rules);
- (f) oppressive, discriminatory or grossly negligent;
- (g) an unsafe work-practice;
- (h) a serious risk to the health and safety of any person at the workplace;
- (i) a serious risk to public health, public safety or the environment;
- (j) an improper state of affairs or circumstances within the Group;
- (k) conduct referred to in section 1317AA of the *Corporations Act 2001 (Cth)* (**Corporations Act**);
- (l) otherwise detrimental to the interests of the Group; or
- (m) a deliberate concealment of any of the above.

Reportable Matters can include the conduct of a third party such as a supplier or service provider.

3.3 How to make a report

Disclosure of a Reportable Matter may be made by contacting a designated Whistleblower Protection Officer. Disclosures may be made anonymously, confidentially, securely and outside of business hours.

The Group's Whistleblower Protection Officers are the Company Secretary and the Chair of the Audit & Risk Committee.

Reports can be made anonymously by sending a sealed letter addressed to the Company at its registered office. The letter should be marked "Private and Confidential" and for the attention of a Whistleblower Protection Officer listed in this Policy. It will be delivered unopened to that person. Reports made anonymously may, however, affect the Group's ability to investigate the matter properly and to communicate with a Whistleblower about their report.

Any such report should, where possible, be in writing and contain details of:

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- (a) the nature of the alleged conduct;
 - (b) the person or persons responsible for or involved in the alleged conduct;
 - (c) the facts on which the Whistleblower's belief that the alleged conduct has occurred, and has been committed by the persons named, are founded; and
 - (d) the nature and whereabouts of any further evidence that would substantiate the allegations contained in report, if known.

To avoid jeopardizing an investigation, prior to the resolution of the matter, Whistleblowers are required to keep confidential the fact that a report has been made (subject to any legal requirements).

If Personnel discloses a Reportable Matter to an Eligible Recipient (an officer or senior manager of the Group, the internal or external auditor (including a member of an audit team conducting an audit) or actuary or a person authorised by the Group to receive disclosure that may qualify for protection), the Eligible Recipient must as soon as reasonably possible and with the Whistleblower's consent, notify a Whistleblower Protection Officer to ensure that the Group's mechanisms for protecting and safeguarding disclosers can commence as soon as possible.

If Personnel wish to remain anonymous, they are encouraged to remain in contact with the Group and maintain ongoing two-way communication with the Group so that follow-up questions may be asked, and the Group can provide feedback.

Personnel who wish to remain anonymous may wish to adopt a pseudonym for the purpose of the disclosure.

Reports may be made anonymously and still be protected under the applicable law.

3.4 Other persons and organisations who may be reported to

Under the Corporations Act, a person may also make a report about Reportable Matters to:

- any director of the Company;
- the Company's auditor, or a member of the audit team conducting an audit of the Group; and
- ASIC or Australian Prudential Regulation Authority (**APRA**). Such reports will also qualify as Protected Reports.

A person is entitled to make such a report without making a prior report to their manager or to an Eligible Recipient as described in this Policy. However, the Group encourages concerns to be reported to a person's manager or to an Eligible Recipient in the first instance.

Similar protection exists for disclosures related to the tax affairs of an entity under the *Taxation Administration Act 1953 (Cth)* (**Tax Administration Act**). The Tax Administration Act provides protection for disclosures of information that indicates misconduct or an improper state of affairs in relation to the tax affairs of an entity or an associate of an entity where the person considers the information may assist in the recipient of that information to perform functions or duties in relation to the tax affairs of the entity or an associate.

Aside from making a disclosure under this Policy, individuals are free to make a protected disclosure at any time directly to an external party, such as ASIC, APRA and the Australian Federal Police, as provided for in the Corporations Act or under any other law.

3.5 False reporting

A false report of a Reportable Matter could have significant effects on the Group's reputation and the reputations of other staff members and could also cause considerable waste of time and effort.

Anyone who knowingly makes a false report of a Reportable Matter, or who otherwise fails to act honestly with reasonable belief in respect of the report may:

- (a) be subject to disciplinary action, including dismissal (the disciplinary action or sanction will depend on the severity, nature and circumstance of the false report); and
- (b) not be afforded the protections given to Whistleblowers under this Policy.

3.6 Protection against legal actions

Unless a report is deliberately false, a person who makes a disclosure which qualifies for protection under this Policy will not be subject to any civil, criminal or administrative liability for making the report and no action, claim or demand may be taken or made of or against the person for making the disclosure.

A person who has made a report is taken not to have committed any offence against any legislation which imposes a duty to maintain confidentiality with respect to any information disclosed.

3.7 Disclosure that are not covered by this Policy

Disclosures of information that is not about a Reportable Matter are not covered by this Policy and do not qualify for protection under the Corporations Act.

In particular, disclosures that relate solely to personal work-related grievances are not covered by this Policy and information relating to these matters may not be disclosed under this Policy.

A matter is a personal work-related grievance if it relates to a person's employment or former employment with the Group and has implications for them personally but:

- (a) does not have significant broader implications for the Group; and
- (b) does not relate to anything done or alleged to be done by the person in relation to Reportable Conduct.
- (c) Matters that might constitute personal work-related grievances include:
 - i. a decision relating to a person's engagement or the terms and conditions of engagement, including a decision regarding any transfer or promotion applied for;
 - ii. raising with the person matters relating to their performance in their role, or any other matters arising in the ordinary course of their engagement;
 - iii. any investigation of alleged misconduct by the person, or a decision to take disciplinary action, suspend or terminate their engagement; or
 - iv. an interpersonal conflict between the person and another employee.

Sometimes a disclosure about one of these matters may also constitute a report about a Reportable Matter, for example if the disclosure relates to information that suggests misconduct beyond a person's own circumstances or a larger or more systemic issue about the culture or environment of the Group.

If a person believe that this describes their situation then it is recommended that they seek advice from the Whistleblower Protection Officer.

4. INVESTIGATION

4.1 Investigation process

A person who receives a report under this Policy must, as soon as practicable, refer it to the Audit & Risk Committee. The Whistleblower's identity must not be provided to the Audit & Risk Committee if the Whistleblower has requested that his or her identity be kept confidential.

The Audit & Risk Committee is responsible for investigating reports made under this Policy. Investigation processes will vary depending on the nature and substance of the report, and whether the report was made anonymously. The purpose of an investigation is to determine whether or not a report is substantiated, with a view to the Group then rectifying any wrongdoing uncovered to the extent that this is practicable in all the circumstances.

The investigation will be conducted in a fair, thorough, objective and reasonably timely manner. If a member of the Audit & Risk Committee is allegedly involved in the alleged conduct, they must not take part in the investigation except to the extent required to respond to the allegation.

The principles of procedural fairness will be observed to the extent possible when investigating a report. The individual against whom the allegation is made must be provided with the right of response prior to the conclusion of the investigation (where appropriate).

In investigating reports, the Audit & Risk Committee may:

- (a) designate a person to lead the investigation (this person must not be someone implicated in the alleged conduct);
- (b) delegate investigation of a report to another person or committee (whether internal or external to the Group) so long as they are not implicated in the alleged conduct; and/or
- (c) subject to compliance with the Group's procedures and policies, seek independent professional advice (e.g. from lawyers or accountants).

4.2 Action taken if wrongdoing found

The Group may take a range of actions if the investigation finds that wrongdoing has occurred, including:

- (a) appropriate sanctions against the wrongdoer in accordance with applicable law;
- (b) where illegal conduct has occurred, reporting the matter to relevant authorities; and/or
- (c) changes to the Group's procedures to prevent reoccurrence of the Reportable Matter.

4.3 Board to be informed

The Board of Directors of the Company (**Board**) or a committee of the Board, must be informed of any material incidents reported under this Policy.

4.4 Communicating with Whistleblowers about their report

Where reports have not been made anonymously, Whistleblowers will be informed of the outcome of the investigation arising from their report, subject to considerations of the privacy of anyone who is the subject of the report, confidentiality requirements and applicable law.

Where practicable, Whistleblowers will be provided with initial feedback within a week of making the report, and any further feedback on a fortnightly basis as the matter progresses.

5. WHISTLEBLOWER PROTECTION

5.1 Confidentiality and anonymity

Unless required by law, a court or as consented to by the Whistleblower:

- (a) the person to whom a report is made under this Policy must not disclose the identity of the Whistleblower to anyone else;
- (b) the identity of the Whistleblower must be kept confidential from any person not involved in investigating the report; and
- (c) all files relating to the report must be kept secure and information received from a Whistleblower must be held in confidence.

A breach of the confidentiality requirements set out above will be regarded as a serious breach of a person's terms of engagement or employment and may result in disciplinary action including termination.

Despite these protections, it is possible that someone might deduce a Whistleblower's identity without there having been a breach of this Policy because, for example, the nature of the report points to one particular individual having made it or otherwise as a consequence of the investigation process.

5.2 Retaliation prohibited

The Group is absolutely committed to ensuring all persons who make a report in accordance with this Policy are afforded absolute confidentiality and fairness and are not subject to any detrimental, recriminatory, harassing or unfavourable treatment for reporting a Reportable Matter.

Subject to section 5.3, Whistleblowers must not be personally disadvantaged for making a report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. The Group will take whatever action is possible, consistent with this Policy, to make sure that this is the case.

If a Whistleblower has been the subject of any personal disadvantage as a consequence of making a report under this Policy, a complaint may be made to the Chair of the Audit & Risk Committee, who will have responsibility for investigating such complaints.

A breach of the provisions set out above will be regarded as a serious breach of a person's terms of engagement or employment and may result in disciplinary action including termination.

5.3 Whistleblower's own involvement in wrongdoing

If a Whistleblower is implicated in the Reportable Matter itself, making a report in accordance with this Policy will not protect the Whistleblower from the consequences flowing from his or her involvement in the wrongdoing. A person's liability for their own conduct is not affected by their report of that conduct under this Policy, although active cooperation in the investigation, an admission and remorse may be taken into account when considering disciplinary or other action.

For the avoidance of doubt, despite a Whistleblower's involvement in a Reportable Matter, they must not be subjected to, and the Group will ensure they are protected from, any actual or threatened retaliation or victimisation in reprisal for reporting that Reportable Matter in accordance with this Policy.

5.4 Protection under the Corporations Act

The Corporations Act affords protections to Whistleblowers where certain conditions are met. If a person makes a report that qualifies for protection under the Corporations Act:

- (a) that person will not be subject to any civil, criminal or administrative liability (including disciplinary action) for making the report;
- (b) no contractual or other remedy may be enforced, and no contractual or other right may be exercised, against that person on the basis of the report;
- (c) it will be an offence to disclose the identity of that person, including information that is likely to lead to the identification of that person, without the consent of that person (subject to limited exceptions such as disclosures to ASIC, APRA, a legal practitioner or the AFP); and
- (d) it will be an offence to cause or threaten to cause any detriment to that person due to a belief or suspicion that the person made, or proposes to make, a report. The definition of detriment includes dismissal, injury, discrimination and a range of other actions.

A contravention of these provisions can incur hefty civil and criminal penalties as well as result in compensation being paid to the person who has made the protected disclosure.

For further information, please refer to Part 9.4AAA of the Corporations Act.

6. LEGAL ADVICE

The Corporations Act also permits a person to disclose information about Reportable Matters to a legal practitioner for the purpose of obtaining legal advice or representation about the operation or application of the Whistleblower protections in the Corporations Act. Any such disclosure will also qualify as a Protected Report.

A disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the Whistleblower provisions in the Corporations Act are protected, even in the event that the legal practitioner concludes that a disclosure does not relate to a disclosable matter.

7. PUBLIC INTEREST AND EMERGENCY DISCLOSURES

In limited circumstances, the Corporations Act permits a person to make a report about a Reportable Matter to a member of the Federal Parliament or a State Parliament or to a journalist and for that report to qualify as a Protected Report.

It is important for the person making the disclosure to understand the criteria for making a public interest or emergency disclosure.

For example, a disclosure must have previously been made to ASIC, APRA or other certain bodies as set out in the Corporations Act and in the case of a public interest disclosure, certain time periods must have passed since the previous disclosure.

The Group recommends a person considering making such a disclosure obtain independent legal advice to ensure that they understand these conditions if they are considering making a public interest disclosure or emergency disclosure.

8. ADVICE ON WHETHER A MATTER IS REPORTABLE CONDUCT

If a person is unsure whether something they are concerned about is Reportable Conduct, they may seek confidential guidance from the Whistleblower Protection Officer or an independent legal practitioner.

9. RECORDS

The Company will maintain a record of all reports made and all actions taken under this Policy including:

- (a) reports of Reportable Matters;
- (b) complaints of breaches of this Policy; and
- (c) the results of any investigations conducted under this Policy.

10. COMMUNICATION OF POLICY

This Policy will be publicly available on the Company's website. The Group will also take reasonable steps, as it deems appropriate, to:

- (a) provide for the training of Personnel about this Policy and their rights and obligations under it; and
- (b) provide for the training of managers and those who may receive reports under this Policy about how to respond to them.

11. QUESTIONS

Any questions about this Policy from Personnel should be directed to the Company Secretary. The Company Secretary will endeavour to respond to all queries in a timely manner.

12. REVIEW OF POLICY

This Policy will be reviewed periodically and updated as required to ensure it continues to operate effectively.



13. CONTACT LIST

Company Secretary: [name] [email address]

Chair of the Audit & Risk Committee: [name] [email address]