

Whistleblower Policy

1. INTRODUCTION

- 1.1 Clean TeQ Water Limited ("**CNQ**" or "**Company**") and its subsidiaries (collectively, the "**Group**") is committed to the highest standards of conduct, ethical behaviour, good corporate governance practices.
- 1.2 This Whistleblower Policy ("**Policy**") encourages '**Eligible Whistleblowers**' to disclose improper conduct confidentially, anonymously, and on reasonable grounds without the fear of intimidation, disadvantage, or reprisal.
- 1.3 The Policy supports and protects individuals who disclose misconduct or an improper state of affairs. It is designed to encourage a culture of integrity and transparency, in line with the ASX Corporate Governance Principles and the Corporations Act 2001 (Cth).

2. ELIGIBLE WHISTLEBLOWERS

- 2.1 An '**Eligible Whistleblower**' includes an individual who is, or has been, any of the following:
 - (a) Group executive directors, and non-executive directors or the Company Secretary;
 - (b) current or former employee, including employees who were employed on a permanent, part-time, fixed term, or temporary basis;
 - (c) current or former suppliers including their employees;
 - (d) an associate of the Company;
 - (e) a relative, dependent, or spouse of any of the above individuals.
- 2.2 An Eligible Whistleblower will qualify for the protection as a whistleblower if they are an Eligible Whistleblower and:
 - (a) they have disclosed information relating to a Disclosable Matter directly to an Eligible Recipient or to ASIC, APRA, or another Commonwealth body prescribed by regulation;
 - (b) they have disclosed to a legal practitioner to obtain legal advice or legal representation about the operation of the whistleblower provisions in the Corporations Act; or
 - (c) they have made an Emergency Disclosure or Public Interest Disclosure.

3. Disclosable Matter

- 3.1 A '**Disclosable Matter**' includes any information where an Eligible Whistleblower has reasonable grounds to suspect:
 - (a) Misconduct, fraud, corruption, negligence or breach of trust/duty;
 - (b) Improper state of affairs or circumstances, in relation to the tax, accounting, and finance affairs of the Company or the Group;
 - (c) unsafe practices or risks to public health or safety;
 - (d) indicates that an officer or employee of the Company or a related entity, has engaged in conduct that:
 - i. constitutes an offence against, or a contravention of laws or regulations (e.g. Corporations Act 2001 (Cth), environmental laws);
 - ii. represents a danger to the public or the financial system; or

- iii. will warrant a 'Public Interest Disclosure' or an 'Emergency Disclosure' (see definitions below).
- 3.2 A Disclosable Matter may include conduct that may not involve a contravention of a particular law.
- 3.3 An individual who makes a disclosure may still qualify for protection even if their disclosure turns out to be incorrect, in so far that the disclosure was made in good faith and / or has reasonable grounds.

4. Personal Work-Related Grievance

- 4.1 A disclosure will not qualify for protection under the Whistleblower Laws if the information disclosed concerns a **'Personal Work- Related Grievance'** of the Eligible Whistleblower.
- 4.2 A 'Personal Work-Related Grievance' is a grievance about any matter in relation to the Eligible Whistleblowers' employment, or former employment, having (or tending to have) implications for the Eligible Whistleblower personally.
- 4.3 However, the grievance will not be a Personal Work-Related Grievance if it has significant implications for the Company or the Group, and concerns conduct or alleged conduct referred within the definition of a Disclosable Matter.

5. Reporting procedure

- 5.1 Disclosures of information that may amount to a Disclosable Matter under this Policy can be made to any of the below 'Eligible Recipients';

Eligible Recipient:	Persons in this category include:
Whistleblower Protection Officer	Name: Magda Klapakis Role: Chief Financial Officer Email: mklapakis@cleanteqwater.com
An officer of the Group	Chair of the Board CEO Executive Director Non-executive Director
An auditor, or a member of an audit team conducting an audit, of the Company	The current auditor is: Grant Thornton Name: Brock Mackenzie Email: brock.mackenzie@au.gt.com Address: Collins Square, Tower 5, Level 22, 727 Collins Street, Melbourne VIC 3008

- 5.2 **NOTE:** Disclosures of information 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 2001 (Cth) are protected (even in the event that the legal practitioner concludes that the disclosure of information does not relate to a Disclosable Matter).
- 5.3 Disclosures of information may also be made to ASIC (www.asic.gov.au); APRA (www.apra.gov.au), or the ATO (www.ato.gov.au).

- 5.4 An Eligible Whistleblower may make a disclosure directly to any of the above Eligible Recipients.
- 5.5 If the disclosure concerns a director or senior manager of the Company, the disclosure should not be made directly to that person and should be made to a separate Eligible Recipient as defined in clause 5.
- 5.6 If additional information is required before formally making a disclosure, an Eligible Whistleblower can obtain additional information by contacting our Company Secretary:
- Name: Anita Addorisio
- Phone: +614 22 534 568
- Email: anita.addirorsio@vistra.com

6. What is a Public Interest Disclosure or an Emergency Disclosure?

- 6.1 **“Public Interest Disclosure”** means a disclosure of information to a Journalist or a Parliamentarian, where:
- (a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Australian Commonwealth body prescribed by regulation;
 - (b) the disclosure does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
 - (c) the disclosure has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
 - (d) before making the public interest disclosure, the discloser has given written notice to the body referred to under 7.1(a) and that includes sufficient information to identify the previous disclosure and states that the discloser intends to make a public interest disclosure.
- 6.2 A public interest disclosure may then be made to either:
- (a) a member of the parliament of the Australian Commonwealth or an Australian State or Territory (**Parliamentarian**); or
 - (b) a journalist, as defined in in the Corporations Act (**Journalist**).
- 6.3 **“Emergency Disclosure”** is the disclosure of information to a Journalist or Parliamentarian where:
- (a) the discloser has previously made a disclosure of the information to ASIC, APRA or another Commonwealth body prescribed by regulation;
 - (b) 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;
 - (c) before making the emergency disclosure, the discloser has given written notice to the body referred to under section 7.3(a) of this policy and that said notice includes sufficient information to identify the previous disclosure and states that the discloser intends to make an emergency disclosure; and
 - (d) The extent of the information disclosed in the emergency disclosure is not greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.
- 6.4 An Eligible Whistleblower should consider contacting an independent legal adviser prior to making a Public Interest Disclosure or an Emergency Disclosure.
- 6.5 A disclosure of information will remain a Disclosable Matter where the Eligible Whistleblower makes a Public Interest Disclosure or an Emergency Disclosure.

7. Investigation of Reportable Conduct

- 7.1 The Group will investigate all matters reported under this Policy as soon as possible after the matter has been reported. The Whistleblower Protection Officers may appoint a person to assist in the investigation of a matter raised. Where appropriate, the Group 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).
- 7.2 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.

8. Protection of Whistleblowers

- 8.1 Where an Eligible Whistleblower makes a disclosure of information on reasonable grounds, the Group will act to protect them from any victimisation, adverse reaction or intimidation and ensure they will not be disadvantaged in their employment or engagement with the Group as a result of his or her disclosure.
- 8.2 Eligible Whistleblowers also have specific protections under the Corporation Act, and this Policy, which include;
 - (a) Identity kept confidential (unless consent is given or required by law)
 - (b) Protection from dismissal, demotion or disciplinary action
 - (c) Protection from harassment, discrimination or retaliation
 - (d) Immunity from certain civil, criminal or administrative liability

9. How will Disclosures be investigated by the Group

- 8.3 The Group will consider all disclosures of information relating to improper conduct made under this Policy as soon as possible upon receipt of the disclosure of information by the Eligible Recipient.
- 10.1. Once it is established that an investigation is warranted, the Whistleblower Protection Officer is responsible for determining the management of an investigation into a disclosure of information.
- 10.2. The Group will investigate a disclosure of information in a thorough, objective and impartial manner.
- 10.3. The Group and the Eligible Recipient receiving a disclosure of information may need to disclose information related to the disclosure to undertake an investigation into the disclosure of information. However, unless the Eligible Whistleblower gives consent otherwise, the Group will conduct the investigation of a disclosure in a confidential manner, that is, the Group cannot disclose information that is likely to lead to the identification of the Eligible Whistleblower as part of its investigation process.
- 10.4. Where possible, Eligible Whistleblowers will be provided with regular updates during the various stages of the investigation.
- 10.5. The method for documenting and reporting the findings will depend on the nature of the disclosure, however the Group will provide a summary of the facts of the suspected reportable conduct and of the investigation to the Board. It will also provide recommendations about whether any accusation made is substantiated or unsubstantiated, whether the matter should be referred to the police, other disciplinary actions that may be required and, if warranted, suggested actions to recover stolen funds or property, and internal control implications.

- 10.6. Whilst the Group intends to provide the Eligible Whistleblower a summary of the outcome of the investigation, there may be circumstances where it may not be appropriate to do so.
- 10.7. The Group will ensure the fair treatment of its employees and other persons who are mentioned in a disclosure that qualifies for protection, including those who are the subject of a disclosure.

10. Duties in relation to Reportable Conduct

- 13.1. It is expected that employees or contractors of the Group who become aware of known, or potential cases of Reportable Conduct will make a report under this Policy or under other applicable policies.

11. Roles and Responsibilities under the Policy

A. *Whistleblower Protection Officer*

- 14.1. The Whistleblower Protection Officer is responsible for the administration of this Policy. The responsibilities also include to:
- (a) receive all disclosures from Eligible Whistleblowers, management or the independent Whistleblower service and acknowledge receipt with the complainant (if possible);
 - (b) appropriately investigate all disclosures in accordance with the Policy and the Whistleblower Laws;
 - (c) ensure that the Group and its officers and employees comply with their obligations under the Whistleblower Laws;
 - (d) not victimise or cause a person to suffer detriment where any person makes or proposes to make a disclosure under this Policy;
 - (e) ensure the principles of natural justice are applied to the respondent(s) of any disclosure and investigation;
 - (f) report all disclosures to the appropriate person as detailed above provided that they and the Whistleblower Protection Officer ensure they comply with their obligations under the Whistleblower Laws in relation to confidentiality of an Eligible Whistleblowers' identity;
 - (g) agree appropriate investigation processes and oversee the conduct of an investigation;
 - (h) provide an Investigation report to the Board or as directed by the Chairman;
 - (i) review this Policy in conjunction with the Board.

B. *All Employees*

- 14.2. All employees must:
- (a) when making a disclosure under this Policy ensure they have reasonable grounds on which to base the allegation(s); and
 - (b) not victimise or cause a person to suffer detriment where a person makes or proposes to make a disclosure under this Policy.

C. *All Directors and Senior Management*

- 14.3. Directors and senior management must:
- (a) ensure the appropriate consideration and confidentiality is applied to all disclosures under this Policy;

- (b) promptly advise the Whistleblower Protection Officer of any disclosure. If they receive a Disclosable Matter, ensure that they comply with their obligations under the Whistleblower Laws in relation to confidentiality of an Eligible Whistleblower's identity; and
- (c) not victimise or cause a person to suffer detriment where a person makes or proposes to make a disclosure under this Policy.

D. The Board

14.4. The Board is responsible for:

- (a) receiving any notification and reports of disclosures as designated under this Policy;
- (b) determining an appropriate response to the outcome of any investigation including issues involving accounting and auditing matters;
- (c) taking appropriate corrective action when applicable;
- (d) undertaking periodic reviews of this Policy;
- (e) ensuring that the Group and the Group officers and employees comply with their obligations under the Whistleblower Laws; and
- (f) complying with its obligations under the Whistleblower Laws in relation to the confidentiality of an Eligible Whistleblowers' identity.

12. Training and Awareness

- 15.1. All employees will undergo regular training on this Policy's requirements, including their rights and obligations prescribed under this Policy.
- 15.2. All employees will be provided a copy of the Policy as part of the employee onboarding exercise and as and when there has been a change to this Policy. All Employees will need to acknowledge that they have read and understood the Policy as required by the Company.
- 15.3. The Eligible Recipient and any other Company personnel who may receive a whistleblower report, will undergo regular training on how to respond to receipt of a whistleblower reports.

13. Review and Changes to the Policy

- 16.1. This Policy cannot be amended without approval from the Company's Board.
- 16.2. This Policy will be reviewed by the Board at least once every 2 years or as may be required to ensure that it remains effective and meets best practice standards and the needs of the Group.

The Policy will be available on the Company's website within a reasonable time after any such updates or amendments have been approved, and in such other ways as to ensure the Policy is available to Personnel wishing to use it

14. Reference and Related Documents

Clean TeQ Water Code of Conduct
Clean TeQ Water Anti Bribery & Corruption Policy
Clean TeQ Water Company Values