Kingston Resources Limited
ACN 009 148 529

Whistleblower Policy

202/201 Miller Street, North Sydney, NSW 2060, +61 2 8021 7492, info@kingstonresources.com.au

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Whistleblower Policy

Kingston Resources Limited
ACN 009 148 529 (Company)

1. Introduction and Purpose

1.1 Background

The Company is committed to promoting and supporting a culture of corporate compliance and proper ethical behaviour. The Company encourages whistleblowers to assist in maintaining legal, proper and ethical operations of the Company by reporting non-compliant actions by others.

This Policy supports Kingston's values by encouraging the reporting of conduct that is unlawful, unethical, unsafe, environmentally harmful or otherwise inconsistent with the Company's commitment to integrity, transparency and responsible corporate behaviour.

1.2 Purpose

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

1.2.1 encourage a whistleblower to raise any concerns and report instances of Reportable Conduct where there are reasonable grounds to support such action, without fear of intimidation, disadvantage or reprisal;

1.2.2 outline the mechanisms for the reporting and investigation of reported matters;

1.2.3 outline the measures in place to protect a whistleblower, including how the Company will ensure fair treatment of whistleblowers;

1.2.4 provide information about how the Policy will be made available to whistleblowers;

1.2.5 help to ensure that the Company maintains the highest standards of ethical behaviour and integrity; and

1.2.6 outline the additional procedures and protections that apply to whistleblowers under the Corporations Act in relation to the reporting of possible breaches of the Corporations Legislation.

It is expected that Eligible Whistleblowers will report known, suspected or potential cases of Reportable Conduct.

1.3 Definitions

Capitalised terms used in this Policy are defined in the Schedule.

2. Scope

This Policy applies to all Eligible Whistleblowers who wish to report Reportable Conduct regarding the Company or Group's activities.

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3. Reporting conduct

3.1 Who to report conduct to

3.1.1 An Eligible Whistleblower can report Reportable Conduct to the following Whistleblower Protection Officer nominated by the Company:

Stephanie Gelland
General Manager People & Culture
Suite 202/201 Miller Street
North Sydney NSW Australia 2060

Phone: +61 2 8021 7492
Email: sgelland@kingstonresources.com.au

3.1.2 Alternatively, where an Eligible Whistleblower does not feel comfortable in making a report of Reportable Conduct to the Whistleblower Protection Officer in paragraph 3.1.1, an Eligible Whistleblower can report Reportable Conduct to the following alternate Whistleblower Protection Officer nominated by the Company:

Anthony Wehby
Non-Executive Director

Phone: +61 418 455 917
Email: aswehby@gmail.com

3.1.3 In addition to the persons listed in paragraph 3.1.1 and 3.1.2, an Eligible Whistleblower can report Reportable Conduct to any of the persons or entities listed in paragraph 5.2 of this Policy.

3.1.4 If an Eligible Whistleblower requires additional information before reporting conduct, they may contact the Whistleblower Protection Officer or a legal practitioner.

3.2 How to report conduct

3.2.1 An Eligible Whistleblower can report Reportable Conduct to the Whistleblower Protection Officer, the alternate Whistleblower Protection Officer listed in paragraph 3.1.2, or any other person or entity listed in paragraph 5.2, by any means the Eligible Whistleblower elects including but not limited to telephone, email or post.

3.2.2 A report will be confidential and secure and can be made anonymously and outside of business hours.

3.3 Anonymity

3.3.1 An Eligible Whistleblower can elect to remain anonymous while making a disclosure, over the course of an investigation and after the investigation is finalised.

3.3.2 An Eligible Whistleblower is not obliged to answer any questions that they feel could reveal their identity at any time. Anonymity of a whistleblower may be protected by various means, including but not limited to anonymous telephone numbers, anonymised email addresses or the use of a pseudonym for the whistleblower's name.

4. Handling of reports

4.1 Timely review of reported conduct

All reports of Reportable Conduct will be investigated by a trained person appointed by the Company on a timely basis. Appropriate corrective action will be taken as warranted by the investigation.

4.2 Role of Whistleblower Protection Officer

The Whistleblower Protection Officer is responsible for:

4.2.1 receiving a report of Reportable Conduct from a whistleblower;

4.2.2 coordinating the provision to the Company of information from the whistleblower for the purposes of an investigation into that report;

4.2.3 reporting back to the whistleblower on the finalisation of the investigation; and

4.2.4 providing support for the whistleblower by protecting and safeguarding the whistleblower and reviewing the integrity of the investigation process.

The Whistleblower Protection Officer will at all times have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.3 Role of Investigator

The person appointed to investigate a report is responsible for:

4.3.1 coordinating the investigation into any report received from a whistleblower;

4.3.2 documenting and handling all matters in relation to the report and investigation; and

4.3.3 finalising all investigations.

The person appointed to investigate a report will at all times have direct and unrestricted access to reasonable financial, legal and operational assistance when this is required for any investigation.

4.4 Rights of person who is alleged to have acted improperly

A person who is the subject of an investigation is entitled to be:

4.4.1 informed as to the substance of any adverse comment that may be included in a report or other document arising out of any such investigation; and

4.4.2 given a reasonable opportunity to put their case to the person who is investigating the report.

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4.5 **Whistleblower will be kept appropriately informed**

The whistleblower will be kept appropriately informed of the progress of action taken in respect of their report. At the conclusion of the investigation, they will be informed of the outcome, subject to considerations of privacy for those against whom allegations of impropriety were made. Where the report was made through the Whistleblower Protection Officer, information about the progress and outcome of the investigation will be provided to the Whistleblower Protection Officer on behalf of the whistleblower.

4.6 **Confidentiality**

The Company and any persons receiving reports will not disclose particulars of reported matters that would suggest the identity of the whistleblower without obtaining the whistleblower's prior consent, subject to any applicable law. Any such disclosure to which the whistleblower consents will be made on a strictly confidential basis. All files and records created from an investigation will be retained under strict security. The unauthorised release of information without a whistleblower's consent to any person not involved in the investigation is a breach of this Policy, subject to any requirements of applicable law.

4.7 **Reporting to Board**

Subject to paragraph 4.6 of this Policy, the Board of the Company shall be notified of any report and provided with a copy of any report. Any matters relating to a report can be escalated to the Board who may make decisions regarding reports and investigations under this Policy.

5. **Protection of whistleblowers**

5.1 **General protections**

5.1.1 Whistleblowers who have reasonable grounds to suspect that information concerns misconduct and report a concern under this Policy must not be personally disadvantaged by:

5.1.1.1 dismissal;

5.1.1.2 demotion;

5.1.1.3 any form of harassment;

5.1.1.4 discrimination;

5.1.1.5 damage to reputation;

5.1.1.6 current or future bias; or

5.1.1.7 damage to financial position.

5.1.2 The whistleblower is also protected from civil and criminal liability or administrative liability in accordance with paragraph 5.2 of this Policy.

5.1.3 The whistleblower is not granted immunity for any of his or her misconduct which may be revealed by the report. However, if a whistleblower reports such conduct and actively cooperates in an investigation in which they may be implicated, there may be some cases where the fact they have made a report will be taken into account as a

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mitigating factor when determining actions that may be taken against them.

5.1.4 A whistleblower will still be protected in accordance with this paragraph 5 if the report turns out to be incorrect.

5.2 **Protection under the Corporations Legislation**

The Corporations Act provides protections in relation to the reporting of a possible contravention of the Corporations Act, an offence against any other law of the Commonwealth (punishable by 12 months imprisonment or more) or conduct which represents a danger to the public or the financial system.

A disclosure of information by a person qualifies for protection under the Corporations Act if:

5.2.1 the whistleblower is an Eligible Whistleblower;

5.2.2 the report, which may be made anonymously, is made to:

5.2.2.1 ASIC, APRA or a prescribed authority;

5.2.2.2 the Company's (or Group's) auditor or a member of the audit team;

5.2.2.3 an officer or senior manager of the Company or the Group;

5.2.2.4 a person authorised by the Company to receive disclosures of that kind (that is, the Whistleblower Protection Officer);

5.2.2.5 a legal practitioner for the purpose of obtaining representation or advice;

5.2.2.6 in the case of "emergency disclosure" (where the disclosure has previously been made and the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of people, or to the natural environment) to a member of Parliament (Commonwealth or State) or a journalist; or

5.2.2.7 in the case of "public interest disclosure" (where the disclosure has previously been made and the discloser believes no action is being taken in relation to their disclosure and the discloser has reasonable grounds to believe that making further disclosure of the information is in the public interest) to a member of Parliament (Commonwealth or State) or a journalist,

5.2.3 the whistleblower has reasonable grounds to suspect misconduct, an improper state of affairs or circumstances relating to the Company. This includes, but is not limited to:

5.2.3.1 a contravention of the Corporations Legislation by the Company or Group or any of its officers or employees;

5.2.3.2 an offence against any other law of the Commonwealth (punishable by 12 months imprisonment or more); or

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5.2.3.3 conduct which represents a danger to the public or the financial system.

If these conditions are met, the Corporations Act provides the following protections to the whistleblower:

5.2.4 a person cannot engage in conduct that causes detriment to a discloser;

5.2.5 the whistleblower is not subject to any civil or criminal liability for making the disclosure (including disciplinary action). The whistleblower is not, however, protected from civil or criminal liability for any of his/her misconduct that may be revealed by the report;

5.2.6 no contractual or other remedy may be enforced or exercised against a whistleblower on the basis of the disclosure and a contract to which the whistleblower is a party may not be terminated on the basis that the disclosure constitutes a breach of the contract;

5.2.7 if the Company purports to terminate the employment of a whistleblower on the basis of the disclosure, a court may reinstate the whistleblower to the same position or a position at a comparable level;

5.2.8 the information is not admissible in evidence against the whistleblower in criminal proceedings (unless the information is false);

5.2.9 the whistleblower is protected from actual or threatened detriment because of the report and may receive compensation for any damage caused by such detriment;

5.2.10 the whistleblower will not be required to pay the costs of any other party in court proceedings for compensation unless acting vexatiously or without reasonable cause in taking the proceedings, or acted unreasonably causing the cost to be incurred;

5.2.11 an apology may be ordered to be given to the whistleblower or an injunction granted by the court to prevent, stop or remedy any detrimental conduct or its effects; and

5.2.12 subject to limited exceptions, the person to whom the disclosure is made must not disclose the substance of the report, the whistleblower's identity or information likely to lead to the identification of the whistleblower.

The Company and its Group are committed to full compliance with these protective provisions.

6. Other matters

6.1 Amendment of policy

This Policy can only be amended with the approval of the Board.

6.2 Periodic review of policy

The Board will review this Whistleblower Policy periodically to ensure that it remains effective, complies with applicable laws and regulatory requirements, and reflects the ongoing governance expectations and best practices.

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Any material changes to this Policy, will be approved by the Board and communicated in accordance with section 6.3 of this Policy.

6.3 **Adoption of Policy**

The Company Secretary will disseminate this Policy to employees and communicate any Policy amendments to employees. The Company will ensure that this Policy is on the Company Website.

SCHEDULE 1- DEFINITIONS

For the purposes of this Policy:

ASIC means the Australian Securities and Investments Commission.

Corporations Act means *Corporations Act 2001* (Cth).

Corporations Legislation has the meaning given to that term in section 9 of the Corporations Act, and includes the Corporations Act and *Australian Securities and Investments Commission Act 2001* (Cth), the *Banking Act 1959*, the *Financial Sector Act (Collection of Data) Act 2001*, the *Insurance Act 1973*, the *National Consumer Credit Protection Act 2009*, and the *Superannuation Industry (Supervision) Act 1993*.

Eligible Whistleblower means with respect to the Company or Group:

(a) an officer, director, secretary, employee, secondee or contractor, whether current or former or permanent, part time, fixed term or temporary;

(b) a supplier of goods or services (whether paid or unpaid) including their current or former employees, contractors, consultants, service providers or business partners;

(c) an associate; and

(d) a relative, dependant or spouse of an individual of a person in paragraphs (a) to (c).

Group means the Company and its subsidiaries.

Reportable Conduct means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes conduct that:

(a) is against the law or is a failure by the Company to comply with any legal obligation;

(b) is unethical or breaches the Company's policies or Code of Conduct;

(c) is dishonest, fraudulent or corrupt;

(d) is coercion, harassment, victimisation or discrimination;

(e) is misleading or deceptive conduct of any kind (including conduct or representations that amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Company);

(f) is potentially damaging to the Company, an employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of company resources;

(g) may cause financial loss to the Company or damage its reputation or be otherwise detrimental to the Company;

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(h) may be misconduct, an improper state of affairs or circumstances in relation to the tax affairs of the Company; or

(i) involves any other serious impropriety.

Conduct that does not constitute Reportable Conduct is a personal work-related grievance, including:

(a) an interpersonal conflict between a whistleblower and another employee of the Company;

(b) a decision by the Company that does not involve a breach of workplace laws;

(c) a decision by the Company about the engagement, transfer or promotion of the whistleblower;

(d) a decision by the Company about the terms and conditions of engagement of the whistleblower; or

(e) a decision by the Company to suspend or terminate the engagement of a whistleblower or otherwise discipline the whistleblower.

Reportable Conduct relating to a personal work-related grievance includes conduct where:

(a) it includes information about misconduct, or information about misconduct is accompanied by a personal work-related grievance (mixed report);

(b) the Company has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or suggests misconduct beyond the whistleblower's personal circumstances; or

(c) the whistleblower suffers or is threatened with detriment for whistleblowing.

Reportable Conduct also includes conduct that is inconsistent with the Company's Statement of Values, including conduct that undermines safety, environmental stewardship, respectful behaviour, social responsibility, honesty or accountability.

whistleblower means an Eligible Whistleblower who alerts the Company and/or a regulatory authority to Reportable Conduct within the Company/Group.

Whistleblower Protection Officer means the person nominated by the Company whose key responsibilities include protecting whistleblowers who report concerns under this Policy as identified in paragraph 3 of this Policy.

Version	Date Reviewed	Review team (consultation)	Nature of amendment
2026.05.21	21 May 2026	Board	Update to October 2022 Policy

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