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## Whistleblower Protection Policy

Liontown Resources Limited ACN 118 153 825 (Company)

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### 1 Introduction

#### 1.1 Commitment

This Whistleblower Protection Policy (**Policy**) has been adopted by the Board to ensure concerns regarding unacceptable conduct including breaches of the Company's Code of Conduct can be raised on a confidential basis, without fear of reprisal, dismissal or discriminatory treatment. The Company is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees are responsible and accountable and behave with honesty and integrity as reflected in the Company's values.

#### 1.2 Purpose of this Policy

The purpose of this Policy is to promote responsible whistle blowing about issues where the interests of others, including the public, or of the organisation itself are at risk and also to set out the requirements for the management and investigation of any reports of improper conduct.

#### 1.3 Who is covered by this Policy?

This Policy applies to reports of Improper Conduct which are made by individuals who are, or have been, any of the following:

- (a) a director, officer or employee of the Company;
- (b) a contractor or supplier of the Company;
- (c) an employee of a contractor or supplier of the Company;
- (d) an individual who is an associate of the Company, for example a director of a related company of the Company; and
- (e) a relative, dependent or spouse (or that spouse's dependents) of an individual referred to at (a) to (d) above.

In this Policy, each person in the categories listed above is referred to as a "**Company Person**". A Company Person making a report of Improper Conduct under this Policy is referred to as a "**Disclosing Person**".

This Policy is available to officers and employees of the Company at [www.ltresources.com.au](http://www.ltresources.com.au) and can also be obtained from an Authorised Officer.

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## 2 Conduct Covered by this Policy

The Company Persons are encouraged to report any conduct (whether actual or potential). The law gives certain protections to a Disclosing Person who reports Improper Conduct, whether made directly or anonymously, provided that the Disclosing Person has Reasonable Grounds to suspect that the information being disclosed about the Company concerns:

- (a) misconduct or an improper state of affairs or circumstances in relation to any entity within the Company; or
- (b) indicates that the Company or any of its officers or employees has engaged in conduct that:

- (i) breaches the Corporations Act;
- (ii) breaches other financial sector laws enforced by ASIC or APRA;
- (iii) constitutes an offence against other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
- (iv) represents danger to the public or the financial system.

Examples of what may be disclosed include a breach of any legal or regulatory requirement, the Company Code of Conduct or any other Company policy, including, inter alia:

- (a) fraud, dishonesty or corruption;
- (b) negligence;
- (c) criminal offences;
- (d) financial loss to the Company, reputational damage or conduct otherwise detrimental to the Company's interests;
- (e) potential misconduct or an improper state of affairs or circumstances in relation to the Company's tax affairs;
- (f) failure to comply with legal obligations of the Company as a company listed on the ASX; and
- (g) unethical or corrupt conduct.

Legal protections apply in favour of a Disclosing Person even if the allegations he or she makes are wrong, provided that the Disclosing Person had Reasonable Grounds for making the report.

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### **3 Conduct not covered by this Policy**

Generally, disclosures relating to personal work-related grievances do not qualify for protection under the Corporations Act.

Examples of 'personal work-related grievance' include:

- (a) an interpersonal conflict between the discloser and another employee;
- (b) a decision that does not involve a breach of workplace laws;
- (c) a decision about the engagement, transfer or promotion of the discloser;
- (d) a decision about the terms and conditions of engagement of the discloser; or
- (e) a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, a personal work-related grievance may still qualify for protection if:

- (a) it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- (b) the entity 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 the disclosure relates to information that suggests misconduct beyond the discloser's personal circumstances;

- (c) the discloser suffers from or is threatened with detriment for making a disclosure; or
  - (d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.
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## **4 Reporting and Investigating Improper Conduct**

### **4.1 To whom can a report of Improper Conduct be made?**

The law gives certain protections to a Disclosing Person who reports Improper Conduct on Reasonable Grounds to:

- (a) ASIC;
- (b) APRA;
- (c) the ATO (for Improper Conduct relating to tax matters);
- (d) a Commonwealth authority specified in regulations (at present no authority has been specified); or
- (e) an "eligible recipient" as listed below.

An eligible recipient is:

- (a) any person authorised by the Company to receive disclosures of Improper Conduct that may qualify for protection. The Company authorises the nominated authorised officer listed in Schedule 1;
- (b) an external auditor or actuary of the Company; and
- (c) a senior manager or officer of the Company

### **4.2 How to make a report to the Authorised Officer**

Employees may report Improper Conduct to an Authorised Officer by:

- (a) post to GPO Box 2890, Perth WA 6001 (marked as private and confidential to the attention of the Employee's immediate manager or an Authorised Officer);
- (b) email; or
- (c) telephone.

The Disclosing Person may choose to remain anonymous (and will still have the same legal protections) or may disclose their name, which will be kept confidential subject to certain exceptions referred to in Section 5 of this Policy.

For Improper Conduct to be investigated, the Authorised Officer will require sufficient information to form a reasonable basis for investigation. For this reason, Disclosing Persons should provide as much information as possible, in any form, about the alleged Improper Conduct.

This could include:

- (a) the date, time and location;

- (b) the name(s) of person(s) involved and possible witnesses;
- (c) evidence of the events (e.g. documents, emails); and
- (d) steps the Disclosing Person may have already taken to report the matter or resolve the concern.

### **4.3 Public interest and emergency disclosures to a journalist or Member of Parliament**

Protections for public interest and emergency disclosures only apply if a Disclosing Person has first made a report of Improper Conduct to a Commonwealth agency and does not apply if a report has only been made to an "eligible recipient".

Public Interest disclosures If:

- (i) a Disclosing Person has made a report of Improper Conduct to one of the Commonwealth agencies specified in Section 4; and
- (ii) at least 90 days have passed since making the report; and
- (iii) the Disclosing Person does not have reasonable grounds to believe that action is being taken on the report and reasonably believes that further disclosure is in the public interest; and
- (iv) has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure,

then the Disclosing Person may make a report of the Improper Conduct to a journalist or Federal or State Member of Parliament. In this case, this further report will have the legal protections referred to in Section 5 of this Policy, provided it is limited to the information necessary to inform the recipient of the Improper Conduct.

- (e) Emergency disclosures

A Disclosing Person will also have the legal protections referred to in Section 5 of this Policy if the person:

- (i) has made a report of Improper Conduct to a specified Commonwealth agency;
- (ii) has reasonable grounds to believe that the Improper Conduct concerns a substantial and imminent danger to any person's health or safety or to the natural environment;
- (iii) has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure; and
- (iv) makes a report to a journalist or Member of Parliament that is limited to the information necessary to inform the recipient of the substantial or imminent danger.

### **4.4 Investigation**

Upon receiving a complaint, the Authorised Person will determine who will investigate the matter. They cannot appoint anyone implicated directly or indirectly in the complaint.

The investigation must be conducted:

- (a) as soon as possible after the initial complaint is reported;

- (b) through the best endeavours of the Authorised Person, in a timely, thorough, confidential, objective and fair manner; and
- (c) as is reasonable and appropriate having regard to the nature of the Improper Conduct and all of the circumstances.

The investigation processes will vary depending on the precise nature of the conduct being investigated. An investigation will generally involve making enquiries and collecting evidence for the purpose of assessing whether the Improper Conduct report can be substantiated.

The Company employees about whom reports are made will generally be given an opportunity to respond to the relevant allegations made in the Improper Conduct report. Feedback will be provided to the Disclosing Person who made the report, if appropriate, on the progress of the investigation, unless they have remained anonymous.

Disclosing Persons must keep confidential any details of the investigation, its progress or its outcome.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Authorised Person.

#### **4.5 Outcome**

The outcome of the investigation may result in disciplinary action including but not limited to dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

The Authorised Officer cannot be subject to legal liability for the report they produce.

#### **4.6 Escalation**

If the Disclosing Person is dissatisfied with the outcome of the investigation they can escalate their matter to:

- (a) the Board; or
- (b) ASIC's Office of the Whistleblower.

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## **5 Protecting Confidentiality and Privacy**

### **5.1 Confidentiality**

Improper Conduct reports, whether made in the Disclosing Person's name or anonymously, will be kept confidential and details of the report, or the Disclosing Person, will only be released to those necessarily involved in the investigation, unless the Disclosing Person consents or the Company is obliged or allowed by law to disclose, such as disclosures to ASIC, the Australian Federal Police, or a legal practitioner for the purpose of obtaining advice about the application of the Disclosing Person's protections.

It is illegal for a person to:

- (a) identify Disclosing Person who has made a report of Improper Conduct; or
- (b) disclose information from which the identity of the reporting person could be inferred,

and any breach of this Section will be regarded as a disciplinary matter.

Circumstances in which the identity of the Disclosing Person could be inferred may be where:

- (a) the Disclosing Person has previously mentioned to other people that they are considering making a disclosure;
- (b) the disclosure is one of a very small number of people with access to the information; or
- (c) the disclosure relates to information that a discloser has previously been told privately and in confidence.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

## 5.2 Protecting the Disclosing Person

The Company is committed to protecting and respecting the rights of any Disclosing Person who reports Improper Conduct in accordance with this Policy and to those individuals named in any report of Improper Conduct under this Policy.

The Company will not tolerate any reprisals against any person suspected of making a report of Improper Conduct, or against that person's colleagues, employer (if a contractor), relatives or any other person where the reason for the detrimental conduct relates to the suspicion that a Disclosing Person has made a report of Improper Conduct.

Any such retaliatory action may be an offence and will be treated as serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures.

In addition to the above, under Australian law, a Disclosing Person who has reasonable grounds for suspecting that Improper Conduct has taken place, and who reports the matter to an appropriate person or agency as referred to in Section 4, may be entitled to additional legal protections in certain circumstances, including:

- (a) they may be protected from civil, criminal or administrative legal action for making the report;
- (b) no contractual or other right may be exercised against the Disclosing Person for making the report;
- (c) the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and
- (d) anyone who causes or threatens to cause detriment to a Disclosing Person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable to pay damages to the Disclosing Person for any loss suffered by him or her as a result.

The Company will implement the following measures to ensure fair treatment of individuals mentioned in a disclosure (where applicable):

- (a) disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- (b) each disclosure will be assessed and may be the subject of an investigation;
- (c) the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- (d) when an investigation needs to be undertaken, the process will be objective, fair and independent;
- (e) an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and

- (f) an employee who is the subject of a disclosure may contact the entity's support services (e.g. counselling).

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## **6 General Reporting on Whistleblower Activity**

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided:

- (a) to the Board at the end of any month where a report has been received by the Authorised Officer from the Disclosing Person (or at a frequency to be determined by Board from time to time); and
- (b) to the Audit or Risk Committee (or the Board in such capacity as the Audit or Risk Committee).

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## **7 Training**

The Company's expectation in relation to the reporting of improper conduct are outlined as part of the employee induction program and as part of any ongoing training and awareness programs.

The Company will also provide training to the Authorised Persons to ensure they follow this Policy in responding to Complaints.

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## **8 Welfare of Disclosing Persons**

The Authorised Persons will take reasonable steps to maintain processes to monitor the welfare of Company Persons who have made complaints under this Policy to ensure the effectiveness of the protections under the Policy.

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## **9 Consequences of non-compliance**

A breach of this Policy may result in prison time, significant fines under the Corporations Act and disciplinary action.

The Board is to be informed of any material incidents reported under this Policy.

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## **10 Review of this Policy**

The Company Secretary will use the reports provided under this Policy to monitor and review regularly, the effectiveness of the whistleblower protection program described in this Policy.

The Board is responsible for reviewing this Policy to determine its appropriateness to the needs of the Company from time to time.

This Policy may be amended by resolution of the Board.

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## **11 Who to contact**

Any questions relating to the interpretation of this Policy, or to obtain additional information before making a disclosure, should be forwarded to the Company Secretary at +61 8 6186 4600.

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## 12 Glossary

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

**Authorised Officer** means a person listed in Schedule 1 or any other person appointed by the Board from time to time.

**Board** means the Company's board of directors.

**Audit Committee Chairman** means the person appointed as the chairman of the Audit Committee from time to time.

**Company Secretary** means the person appointed as the company secretary of the Company from time to time.

**Director** means the persons appointed as directors of the Company from time to time.

**Company** means Liontown Resources Limited ACN 118 153 825.

**Company Person** means any of the persons listed in Section 1.3.

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

**Disclosing Person** means a Company Person making a report of Improper Conduct under this Policy.

**Group** means the Company and each entity it controls.

**Improper Conduct** means conduct that is illegal, unacceptable or undesirable, or the concealment of such conduct. It includes, but is not limited to, conduct that:

- (a) is against the law or is a failure by the Company to comply with any legal obligation;
- (b) is dishonest, fraudulent or corrupt;
- (c) is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;
- (d) is misleading or deceptive conduct of any kind, including questionable accounting or financial reporting practices;
- (e) involves bullying, harassment or discrimination; or
- (f) is unethical or breaches the Company's policies, protocols or codes of conduct.

**Policy** means this document or any amending or replacement document.

**Reasonable Grounds** means that a reasonable person in the position of the Disclosing Person would also suspect the information indicates Improper Conduct.



**Schedule 1- Authorised Officers**

<b>Position</b>	<b>Contact Details</b>
Company Secretary	[REDACTED]  +61 8 6186 4600
Audit Committee Chairman	[REDACTED]  +61 8 6186 4600