

1 Introduction

Antilles Gold Limited and its subsidiaries (**Antilles Gold**, the **Company**) is committed to integrity and fair dealing in its business affairs and to a duty of care to all employees, clients and stakeholders. The Antilles Board and Employee Codes of Conduct (**Code**) set out the principles covering appropriate conduct in a variety of contexts and outlines the minimum standard of behaviour expected from directors and employees. The Code underpins the values, conduct and culture promoted by the Company's Board of Directors (**Board**) and senior management.

The Company is further committed to creating a workplace that is safe and to engaging with all stakeholders in an ethical and respectful manner.

This Whistleblower Policy provides employees of Antilles with the means to report wrongdoing safely, in the knowledge that they will be protected and supported, and with the choice to do so anonymously, without fear of intimidation, disadvantage or reprisal. The Policy aims to promote confidence in raising concerns internally, by offering a reporting and investigation mechanism that is objective, confidential, independent and offers protection from reprisal or disadvantage.

2 SCOPE

This Policy applies to:

1. any current or former director, officer, employee (including part-time and temporary employees), or contractor of Antilles (**Employee**), as well as their spouses, dependants and other relatives; and
2. any current or former service providers and suppliers of the Company, and their employees,

who, whether anonymously or not, wishes to report inappropriate conduct in accordance with this Policy.

3 POLICY

In accordance with its Code, it is Antilles's policy to encourage a culture of openness to allow concerns to be raised in the appropriate way without Employees feeling that they must gather appropriate proof or that they will be victimised in any way.

While there are policies and procedures in place to address workplace grievances, it is recognised that there are occasionally extraordinary circumstances in which the normal channels are not available or are not appropriate due to the seriousness of the conduct or the position of the person whose conduct is being reported.

This Whistleblower Policy will cover those circumstances by:

- .. extending another option to individuals to report improper activities, and
- .. ensuring protection against victimisation for individuals who avail themselves of this option.

This Whistleblower Policy has been prepared in accordance with the requirements of the Corporations Act 2001 (*Cth.*).

The Board has overall responsibility for fostering and overseeing a culture of compliance and respect across the Company and the Executive Chairman has overall responsibility for the implementation of this Policy and ensuring that a copy is provided to each new employee.

The Company Secretary has responsibility for reviewing and maintaining the Policy.

4 WHAT IS REPORTABLE CONDUCT?

Reportable Conduct is a complaint or allegation about any conduct that may include, and in the honest belief of the Whistleblower is:

- .. dishonest
- .. fraudulent
- .. corrupt
- .. illegal (including theft, drug sale/use, violence or threatened violence and criminal damage to property)
- .. in breach of Commonwealth or State legislation, local authority by-laws (e.g. Corporations Act 2001, Trade Practices Act), the rules and regulations of the ASX or the regulations of industry regulators;
- .. involves questionable accounting or auditing practice;
- .. unethical (either representing a breach of the Code or generally);
- .. constitutes serious and improper conduct;
- .. results in, or contributes to, an unsafe workplace;
- .. constitutes repeated instances of breach of administrative procedures;
- .. constitutes gross mismanagement;
- .. constitutes, or results in, a serious and substantial waste of the Company's resources;
- .. constitutes a reprisal for disclosing reportable conduct; or
- .. may cause financial or non-financial loss to Antilles, is in contravention of, or may otherwise be detrimental to, the interests of the Company.

5 WHISTLEBLOWER PROCESS

In order to ensure that all reports received under this policy are dealt with in an appropriate and timely manner, Reportable Conduct may be reported to any one of the following Reporting Officers:

- any director on the Antilles Board
- the Company Secretary, or
- the Company auditors, HLB Mann Judd

all of whom are equipped to deal with these types of issues and subsequent investigations if required. Any Reportable Conduct should be raised with a Reporting Officer in accordance with this Policy at first instance before escalating any Reportable Conduct to a third party, such as ASIC (excluding instances where professional advice or representation is reasonably required in the matter). Should any Reporting Officer have an actual or perceived conflict of interest in dealing with an instance of Reportable Conduct, due to the existence of a close personal relationship with any person associated with the Reportable Conduct, such Reporting officer shall immediately refer the matter to another Reporting Officer and remove him/herself from any further involvement in the investigation or management of the Reportable Conduct.

The person making the report may request a private meeting with any Reporting Officer, or send a report by mail to the Company's registered office, in an envelope marked for the exclusive attention of a Whistleblower Reporting Officer, or contact any Reporting Officer via telephone or e-mail. A report may be made anonymously, and all reports will be dealt with in a sensitive manner. The identity of the person making the disclosure ('Whistleblower') will be kept confidential unless the Whistleblower provides consent to disclosure.

In the event that the Whistleblower feels unable to discuss the Reportable Conduct issue with any of the Reporting Officers, a report may be made directly to ASIC, with a request for whistleblower protection.

6 PROCEDURE

All Whistleblower reports will be recorded and investigated, and the relevant Reporting Officer will be responsible for providing feedback to the Whistleblower, where the Whistleblower has provided contact details.

All matters reported under this Policy will be referred to the Chairman and Company Secretary (**Investigating Committee**), except where either of those parties, or any person closely related to or associated with them, is the subject of a report (**Affected Party**), in which case the Affected Party will be replaced by an independent director of the Company. An investigation and enquiry process will be conducted under the direction of the Chairman or independent director, in a manner appropriate to the nature of the complaint. If investigation by the Investigation Committee shows no justification for the complaint, the Reporting Officer will advise the whistleblower that the matter has been closed.

Each Reporting Officer will keep records of actions taken on whistleblower reports and advise the whistleblower of the outcome of its investigation, unless prevented by law from doing so.

The Investigating Committee will notify the Board of the outcome of its investigation, along with the detail of any remedial or disciplinary action being implemented. If the reported conduct involves criminal activity, the matter may be reported to the police and any relevant regulator.

7 WHISTLEBLOWER PROTECTION

The Company will ensure that a whistleblower is able to report a complaint in accordance with this policy without jeopardising their employment. Retaliation or victimisation as a result of a whistleblower report will not be tolerated and any detrimental treatment should be immediately reported to a Reporting Officer in order to ensure that appropriate action is taken to safeguard the employment whistleblower's interests.

Detrimental treatment, for the purposes of this Policy, includes (but is not limited to):

- Dismissal or demotion;
- Any form of victimisation, intimidation or harassment;
- Discrimination;
- Current or future bias;
- Action causing injury, loss or damage; or
- Threats (express or implied, conditional or unconditional) to cause detriment, as well as actually causing detriment.

8 CONFIDENTIALITY

Subject to legal requirements, Whistleblowers will be ensured anonymity (if so requested). If a whistleblower requests anonymity, all reasonable measures will be taken to maintain confidentiality, although if the matter is reported to the police ASIC, APRA or the ATO, information that could lead to the identification of a whistleblower may be provided, but the Company will take reasonable steps to reduce this risk. The release of information in breach of this Policy will be regarded as a serious matter and dealt with under the Company's disciplinary procedures.

All files and documents created from the investigation of a whistleblower report will be retained securely. The unauthorised release of information to someone not involved in the investigation (other than senior managers or directors) without the whistleblower's consent will be a breach of this Policy.

9 FALSE REPORTING AND STATUTORY PROTECTIONS

A false report of Reportable Conduct could significantly affect the Company's reputation and the reputations of officers and employees and could also cause misdirection of time and effort. Any deliberately false reporting of Reportable Conduct, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

If a whistleblower makes malicious, slanderous or vexatious allegations, he/she may be subject to disciplinary action. When a disclosure is made to the Company it will not qualify for protection under the Corporations Act 2001 if the person making the disclosure commits a criminal offence by doing so.

10 Protections under Corporations Act

With respect to the Company, the *Corporations Act 2001* (Cth) (**Corporations Act**) affords protection to a Whistleblower's disclosure provided that they:

- are an individual (related to the Company as described above);
- have reasonable grounds to suspect that the information that they are reporting concerns misconduct or an improper state of affairs relating to the Company (which would include most forms of Reportable Conduct under this Policy);
- make the disclosure to:

ASIC, APRA or another Commonwealth body prescribed by regulation; an Executive or a Director or Secretary;

an auditor of the Company, or a member of an audit team conducting an audit; or

a legal practitioner for legal advice or representation concerning the operation of the statutory protections; or

a person designated to receive whistleblowing reports under this Policy.

Disclosures relating to a personal work-related grievance may still qualify for protection under this policy if:

- they include information about misconduct that is accompanied by a personal work-related grievance;
- the Company 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 Reportable Conduct related to information that suggests misconduct beyond the discloser's personal circumstances;
- the whistleblower suffers or is threatened with detriment for disclosing Reportable Conduct; or
- the whistleblower seeks legal advice or legal representation about the operation of the Whistleblower protections under the Corporations Act.

The Corporations Act also provides protections for public interest disclosures and emergency disclosures which meet specific requirements prescribed by the Corporations Act. The protections available under the Corporations Act to an individual who meets the requirements above include:

- the right to have their identity protected under the provisions of that legislation;
- a requirement that the Company takes reasonable steps to reduce the risk that the individual is identified as part of any process conducted under this Policy;
- the right to be protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure, from contractual or other remedies based on the disclosure, and from the admissibility of the information provided in evidence against the person in each case under the provisions of that legislation;
- the right to be protected from detrimental treatment or victimisation;
- the right to compensation and other remedies; and
- the right not to be required to disclose their identity before any court or tribunal.

11 Reports relating to tax affairs

The *Tax Administration Act 1953* (Cth) (**Tax Administration Act**) protects disclosures of information that indicates misconduct or an improper state of affairs about the tax affairs of an entity or an associate of an entity. This protection applies where persons consider the information may assist the recipient in performing functions or duties about the tax affairs of the entity or an associate.

The protection is provided for disclosures made to the Commissioner of Taxation or any person or agency specified in section 18 of this Policy. The protections available to a person making a protected disclosure under the Tax Administration Act are the same as those outlined above.

12 POLICY REVIEW

The Company Secretary is responsible for reviewing the effectiveness of this Policy, including key protections and support to disclosers, on an annual basis. Amendments to this Policy require the approval of the Company's Board.

Policy Version: 1

Approved: December 2019

Reviewed:

Annexure "A"

Reporting Officer Contact Details

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