



TROY RESOURCES LIMITED

WHISTLEBLOWER POLICY

December 2019

TROY RESOURCES LIMITED

Whistleblower Policy

1 Overview

Directors, officers and employees are expected to observe high standards of business and personal ethics in the conduct of their duties and responsibilities as set out in the Company's Code of Conduct. All employees and representatives of the Company must practise honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations.

The aim of this Policy is to ensure that directors, officers and employees comply with these obligations. It also encourages the reporting of violation (or suspected violations) and provides effective protection from victimisation or dismissal to those reporting by implementing systems for confidentiality and report handling.

This Policy does not protect disclosures relating to 'personal work-related grievances', unless the grievance relates to victimisation following an initial legitimate protected disclosure.

2 Definitions

"Board" means the directors of Troy.

"Company" or "Troy" refers to Troy Resources Limited.

"Eligible Whistleblower" has the same meaning as in the *Corporations Act 2001* (Cth) (Corporations Act) and includes officers, employees and contractors.

"Report and Investigation Officer" means the Company Secretary.

"Senior Executives" means the senior management team as distinct from the Board, being those who have the opportunity to materially influence the integrity, strategy and operation of the Company and its financial performance;

3 Reporting Responsibility

It is the responsibility of all directors, officers and employees to comply with the Company's Code of Conduct and report violations or suspected violations in accordance with this Policy.

4 Reporting Violations

This Policy is intended to encourage and enable employees and others to raise serious concerns about activities or attitudes within the Company.

In most cases, employees should approach their direct reporting line manager. If they are not satisfied with that response or are not comfortable speaking to their direct reporting line supervisor, they are encouraged to speak to anyone in management with whom they are comfortable in approaching, or directly to the Report and Investigation Officer.

If a matter relates to the conduct of the Report and Investigation Officer, they should contact the Chairman, Managing Director or the manager responsible for human resources.

5 Report and Investigation Officer

The Report and Investigation Officer is responsible for investigating and resolving all reported complaints and allegations concerning violations of the Company's Code of Conduct.

At their discretion, the Report and Investigation Officer shall advise the Chairman and/or the Managing Director.

The Report and Investigation Officer has direct access to the Audit Committee and is required to report to the Audit Committee at least annually on compliance activity.

The Report and Investigation Officer will provide a report of any whistleblower activity and outcomes to the Board.

The Audit Committee will address concerns raised in relation to corporate accounting practices, internal controls or auditing. The Report and Investigation Officer is responsible for notifying the Audit Committee of any such complaint and work with the committee to resolve the matter.

6 Handling of Reported Violations

The Report and Investigation Officer will notify the person who reported the alleged violation and acknowledge receipt of the report within five (5) business days. All reports will be promptly investigated confidentially and without bias (internally or externally by an independent third party) and, if warranted, appropriate corrective action will be taken.

In maintaining confidentiality, subject to paragraph 8, the Report and Investigation Officer must not disclose the information reported, the identity of the person making the disclosure or any information that is likely to lead to the identification of the person making the disclosure.

7 Protection of Whistleblower

No Eligible Whistleblower who reports a violation under this Policy shall suffer detriment, either actual or threatened, harassment, retaliation or adverse employment or engagement consequence. If an employee retaliates against an Eligible Whistleblower they will be subject to disciplinary action which may include termination of employment or services.

The above also applies to any director, officer or employee mentioned in disclosures that qualifies for protection.

For Eligible Whistleblowers in Australia, the Corporations Act outlines special protection to disclosures concerning breaches of that Act as long as certain conditions are met.

In addition to protections under the Corporations Act the Company may also provide further protection and support. The Report and Investigation Officer will assess the need for these protections with the person making the disclosure and will take steps where necessary to provide that support.

The appropriate protections and support will vary on a case by case basis, but may include:

- a) monitoring and managing the behaviour of other employees;
 - b) relocating employees (including those alleged to have been involved in the misconduct) to other divisions or sites;
 - c) offering a leave of absence or flexible workplace arrangements; and
 - d) making counselling or other assistance services available.
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8 Confidentiality

If a person makes a report of misconduct under this Policy, the Company will take steps to ensure that the person's identity is protected from disclosure.

An Eligible Whistleblower's identity will not be disclosed unless it is:

- a) required by law;
- b) made to the Australian Securities and Investments Commission, the Australian Prudential Regulation Authority or the Australian Federal Police; or
- c) to a legal practitioner for the purpose of obtaining legal advice or legal representation in relation to legal obligations of protection and confidentiality; or
- d) with the consent of the discloser.

All records relating to such matters will be stored securely and will only be accessible to authorised employees.

Any unauthorised disclosures will be deemed unacceptable conduct under the Policy and will be dealt with in accordance with the Company's disciplinary procedures.

9 Periodic Review of Policy

The Company will monitor compliance with the Policy periodically via discussion between the Board, management and staff, especially in relation to any areas of difficulty which arise from the Policy and any other ideas or suggestions for improvement of the Policy.

Suggestions for improvements or amendments to the Policy can be made at any time by providing a written letter or email to the Chairman or the Company Secretary.

Adopted: 20 December 2019