



Horizon Gold Limited

ABN: 27 614 175 923

Speak-Up Policy

Approved by the Board: 31 December 2019

1 Policy purpose and application

Horizon Gold Limited and its related company (“**Horizon Gold**”) is committed to conducting its business with honesty, integrity and fostering a culture of compliance, ethical behaviour and good corporate governance. If an individual knows or suspects something is not right, we encourage you to speak-up as soon as possible.

Horizon Gold’s Board and Executive Management are committed to the protection of individuals who report information about illegal or improper conduct occurring with the Horizon Gold group of companies.

All reports made under this Speak-Up Policy (“**Policy**”) are treated seriously. Anyone reporting wrongdoing should feel confident that they can do so without fear of reprisal or detrimental treatment, even if they turn out to be mistaken.

This Policy sets out:

- a) when you will be protected for speaking up about misconduct;
- b) how you can make a report about actual or suspected unethical or unlawful behaviour (“Speak-Up Report”);
- c) the protections that will be provided to you if you speak-up; and
- d) the processes on how Horizon Gold will investigate matters reported.

This Policy applies to all officers, employees and contractors (“**personnel**”) of Horizon Gold, wherever they are based.

This Policy also applies to and protects those who are entitled to whistleblower protection under the Australian whistleblower laws (see section 12 of this Policy).

This Policy is also available in the Corporate Governance section of Horizon Gold’s website: www.horizongold.com.au.

For the purpose of this Policy, if Horizon Gold does not have a Managing Director appointed, all references to Managing Director mean Non-Executive Chairman.

The Non-Executive Chairman is also currently the Managing Director & CEO of the Company’s majority shareholder, Panoramic Resources Limited (“Panoramic”) and a member of the Panoramic Executive Management Team.

Currently, the Panoramic Executive Management Team is responsible and accountable for the day to day running of the Company and for implementing the strategic objectives and operating within the risk appetite set by the Board. The services and remuneration of the Executive Management Team are provided under the Management Agreement (October 2016 and as subsequently extended) between the Company and Panoramic. The services specified in the Management Agreement include technical, commercial, managerial and administrative expertise and services (“Services”).

2 Responsibilities of All Personnel

All personnel must always comply with this Speak-Up Policy.

All personnel have a responsibility to report any wrongdoing or breach of Horizon Gold’s Code of Conduct (“Code”) and are encouraged to report any concerns.

Personnel must not disadvantage or victimise individual who speaks-up about any concerns, or anyone conducting or assisting with an investigation.

Any personnel based outside Australia may also be subject to additional local whistleblower requirements in the country in which they are based.

3 Who is Protected under this Policy?

You will be protected under this Policy if:

- you are one of the individuals set out in section 4;
- you report information about the type of matters set out in section 5; and
- you report that information to one of the persons set out in section 6.

We encourage you to contact the Speak-Up Protection Officer if you have any questions about making a speak-up report or this Policy.

You may wish to obtain independent legal advice:

- before making a speak-up report (for example, if you are thinking about making a report to an MP or a journalist); or
- if you feel you have suffered detriment because you made a report, including if you wish to seek compensation or remedies in court for potentially detrimental conduct or a failure by Horizon Gold to protect your identity.

That communication with your legal adviser will also be protected under the Australian whistleblower laws (irrespective of the outcome of that advice).

4 Who May Make a Speak-Up Report?

A person who speaks-up is known as a “whistleblower” and is anyone who makes, or attempts to make, a report under this Policy.

A speak-up report, that qualifies for protection under the Australian whistleblower laws, may be made by a person who is or was:

- a) an officer or employee of Horizon Gold, including permanent, part-time, fixed-term or temporary employees or interns and secondees;
- b) a supplier of goods and services to Horizon Gold (whether paid or unpaid), including their employees (for example, contractors, consultants, service providers and business partners);
- c) an associate of Horizon Gold; or
- d) a parent, grandparent, child, grandchild, sibling, spouse or dependent of any of those persons above.

5 What is a Reportable Matter?

We encourage individuals to speak-up about any concern (actual or suspected) of misconduct, or anything that may be illegal, unethical or improper, or any breach of Horizon Gold’s Code.

Some examples of matters that are eligible Reportable Matters are:

- unethical behaviour, human rights abuses, breaches of our policies or Horizon Gold's Code of Conduct;
- an activity that poses a significant risk to public safety, people, property, operations or the environment (irrespective of whether it involves a breach of law);
- illegal conduct, such as fraud, theft, corruption, bribery, criminal damage to property or breaches of work health and safety laws;
- negligence, default, breach of trust and breach of duty;
- improper, unethical or dishonest conduct, such as misuse of company assets, conflicts of interest or abuses of authority;
- conduct that is damaging to Horizon Gold's financial position or reputation;
- misconduct in relation to Horizon Gold's tax affairs;
- any conduct that may indicate a systemic issue in relation to Horizon Gold;
- any business behaviours and practices that may cause consumer harm;
- conduct that represents a danger to the public or the financial system;
- conduct that represents a significant risk to stability of or confidence in the financial system (irrespective of whether it involves a breach of law);
- engaging in or threatening to engage in detrimental conduct against a person who has made a speak-up report or is believed or suspected to have made, or be planning to make, a speak-up report;
- conduct that amounts to a criminal offence or contravention of the *Corporations Act* or *Australian Securities and Investments Commission Act 2001*;
- conduct that is a Commonwealth criminal offence punishable by more than 12 months imprisonment; or
- other misconduct concerning corporate governance, accounting or audit matters;

Personal work-related grievances

A personal work-related grievance is a grievance about an individual's employment that has implications only for the individual personally (such as payroll or remuneration issues, promotion decisions and interpersonal conflicts), but does not have any other significant implications for Horizon Gold or relate to conduct about an eligible Reportable Matter as referred to above.

Reports about solely personal work-related grievances are not covered by this Policy and do not qualify for protection under the Australian whistleblower laws unless they also relate to any detriment or threat of detriment (as explained in section 8.3) to you.

However, such a report may still qualify for protection if:

- it is a 'mixed' report – meaning it includes information indicating other misconduct beyond your personal circumstances (for example, widespread bullying or harassment);
- Horizon Gold has breached employment laws;

- Horizon Gold has breached any other laws punishable by imprisonment for a period of 12 months or more;
- Horizon Gold has engaged in conduct that represents a danger to the public;
- you suffer from or are threatened with, detriment for making a speak-up report; or
- you seek legal advice or representation about the operation of the Australian whistleblower laws.

If your report is a solely personal work-related grievance, you should raise the matter with your local Human Resources Representative.

If you are unsure, we encourage you to make your report under this Policy.

6 Who Can I make a Speak-Up Report to?

Speak-up reports can be provided to any of the following persons. All of the people listed in this section 6 can receive reports that qualify for protection under the Australian whistleblower laws. However, we encourage you to make your report to the Speak-Up Protection Officer.

Speak-Up Protection Officer –
The Company Secretary of Horizon Gold has been nominated to be the Speak-Up Protection Officer

Telephone: 08-6266 8828

Email:
speakupprotectofficer@horizongold.com.au

Mail: PO Box Z5487, Perth WA 6831

Other Designated Recipients

Alternatively, if you prefer, you can instead make a speak-up report to the following Designated Recipients:

- any officer (including a director or company secretary) or a member of Panoramic's Executive Management Team (who are acting as Horizon Gold's senior managers under the Management Agreement);
- an internal or external auditor¹ (including a member of an audit team conducting an audit on Horizon Gold); or
- Horizon Gold's registered tax agent or BAS agent², if the report concerns Horizon Gold's tax affairs or the tax affairs of an associate of Horizon Gold, or an employee or officer at Horizon Gold who has functions or duties relating to its tax affairs and who you consider may be assisted in their role by knowing that information.

7 How to Make a Report?

You may make a speak-up report at any time to the people identified in section 6 in person, by email, post, or delivered by hand. An example form for making a speak-up report is attached in **Annexure A** to this Policy.

If you make a report to a Horizon Gold's email address, your email may be accessed by certain people within our IT department in accordance with Horizon Gold's policies. If you are concerned

¹ The external auditor is Ernst & Young (Perth, Western Australia office)

² The registered tax agent is Ernst & Young (Perth, Western Australia office)

about those limited circumstances in which your email might be accessed, you may prefer to make your report verbally or by mail.

You can make your report anonymously (and stay anonymous throughout and after any investigation) and still qualify for protection under the Australian whistleblower laws.

8 Protections for Whistleblowers

Horizon Gold handles any speak-up reports made to it under this Policy in a manner so as to protect the whistleblower.

8.1 Identity Protections

If you make a speak-up report that is a protected disclosure, it is illegal for anyone to identify you or disclose any information that is likely to lead to you being identified, unless:

- you consent to that disclosure;
- any report of information does not include your identity and is reasonably necessary to investigate your report (but all reasonable steps must be taken to reduce the risk that you will be identified from the information);
- it is necessary to obtain legal advice about your report and the whistleblower laws, in which case, we can pass the information on to our lawyer; or
- we need to disclose the information to the Australian Federal Police; the Australian Securities and Investments Commission (“**ASIC**”); the Australian Prudential Regulatory Authority; or the Australian Commissioner of Taxation (“**ATO**”), if the report concerns Horizon Gold’s tax affairs or the tax affairs of an associate of Horizon Gold.

8.2 Confidentiality and Secure Record Keeping

Subject to the exceptions allowed under section 8.1 of this Policy or otherwise by law, the identity of a whistleblower (or information that is likely to lead to their identity becoming known) must be kept confidential at all times during and after the investigation (including in any reporting to the Horizon Gold Board or to any persons affected).

All persons responsible for or involved in an investigation must take all reasonable steps to reduce the risk that a whistleblower will be identified.

Horizon Gold will keep a whistleblower’s identity and their report confidential and secure by:

- obscuring your name and identifying features from any internal reporting (unless you agree for your identity to be known);
- limiting access to all paper and electronic documents and materials to those directly involved in managing and investigating the report; and
- ensuring that anyone who is involved in handling and investigating your report is aware of the confidentiality requirements.

8.3 Protection from Detriment

Horizon Gold is committed to protecting people who make a speak-up report under this Policy.

No person at Horizon Gold (including any officers, employees or contractors) may cause or threaten any detriment to any person because they think a report has been or might be made under this Policy.

“**Detriment**” includes (but is not limited to):

- dismissal of an employee;
- injury of an employee in their employment;
- alteration of an employee’s position or duties to their disadvantage;
- discrimination, harassment or intimidation;
- harm or injury including psychological harm, damage to property, reputation or financial position; or
- taking action against a person (including any disciplinary action or imposing a liability) for making a report.

However, Horizon Gold is entitled to take steps that:

- are reasonably necessary to protect you from detriment (for example, moving you to another work area to protect you from detriment if you have made a report about your immediate work area); or
- relate to managing unsatisfactory work performance in line with Horizon Gold’s performance management framework.

8.4 Protection from Civil, Criminal and Administrative Liability

If you make a protected disclosure, you will also be protected from any of the following in relation to your report:

- civil liability – for example, any legal action against you for breach of an employment contract, duty of confidentiality or another contractual obligation;
- criminal liability – for example, prosecution for unlawfully releasing information or otherwise using your report against you in a prosecution (other than for making a deliberately false report); and
- administrative liability – for example, disciplinary action for making a report.

However, you may be liable for any personal misconduct revealed by your report.

8.5 Compensation and Other Remedies

You may seek compensation and other remedies through the courts if:

- you suffer loss, damage or injury because of a report; and
- Horizon Gold failed to take reasonable precautions and exercise due diligence to prevent detrimental conduct.

8.6 Support and Practical Protections

Horizon Gold has in place processes for protecting, supporting and monitoring the welfare of anyone who makes a speak-up report. This includes risk assessment of any potential detriment, work adjustment considerations and support services such as counselling, stress management strategies and employee assistance programs.

9 Investigation Process of Information Reported under this Policy

When you make a speak-up report under this Policy, your report will typically be investigated as follows and by maintaining confidentiality in accordance with section 8.2:

- STEP 1** The Designated Recipient who receives your report will provide the information to the Speak-Up Protection Officer (or to Panoramic's Chief Financial Officer if the report is about the Speak-Up Protection Officer), as soon as practicable, ensuring your identity is protected (in accordance with section 8.1), unless you have consented otherwise.
- STEP 2** The Speak-Up Protection Officer (or Panoramic's Chief Financial Officer if the report is about the Speak-Up Protection Officer) will determine whether your report is eligible and covered by this Policy and, if appropriate, appoint an investigator with no personal interest in the matter to conduct an investigation. If required, an external investigator will be appointed to ensure the investigation is handled fairly and independently or where specialist skills or expertise are necessary.
- STEP 3** The investigator(s) will conduct the investigation in an objective and fair manner, ensuring that they give any employee who is mentioned in the report an opportunity to respond to the allegations prior to any adverse findings being made against them. Those employees are also entitled to access the support services referred to in section 8.6.
- If you can be contacted (including through anonymous channels), we will give you regular updates on the status of the investigation as appropriate, with the frequency and timing of such updates depending on the nature of your report.
- Horizon Gold will aim to conclude the investigations within three (3) months of receiving your report, however, that time may vary depending on the nature of the Reportable Matter.
- STEP 4** The outcome of the investigation will be reported to the Board (protecting your identity, if applicable) and may, if the Speak-Up Protection Officer considers appropriate, be shared with you and any persons affected.

We encourage you to raise any concerns you have about the investigation of your speak-up report, your treatment or any aspects of this Policy with the Speak-Up Protection Officer or the person to whom you made your report, and we will consider whether any further steps need to be taken.

10 Board Reporting and Oversight

The Speak-Up Protection Officer must provide the Board or its delegated committee at least quarterly reports on all active whistleblower matters, including information on:

- the number and nature of reports made in the last quarter (for example, who to and matter type);
- how reports were made;
- the status of any investigations underway;
- the frequency of communications with whistleblowers;
- the outcomes of completed investigations and actions taken; and
- the timeframes for responding and investigating reports.

The Board or its delegated committee will also be immediately informed promptly by the Managing Director of any material incidents reported under this Policy, including any information that may be materially price sensitive in accordance with Horizon Gold' Guide to Disclosure of Information.

11 Training

Our Speak-Up Protection Officer and all Designated Recipients of speak-up reports must attend compulsory training on responding appropriately to reports made under this Policy.

Employees will be provided training on this Policy which will include information on how to make a speak-up report, what are Reportable Matters, to whom a report can be made, the protections and support available and when further information or independent legal advice might be sought.

12 How this Policy Interacts with Whistleblower Laws

12.1 Australian whistleblower laws

By making a speak-up report in accordance with this Policy, you may be protected under the Australian whistleblower laws if the type of matter you disclose is protected by those laws.

While this Policy principally deals with internal speak-up reports, the protections afforded by the Australian whistleblower laws (set out in section 8) also include some types of disclosure made to external parties, such as:

- legal representatives, to obtain advice or representation about the Australian whistleblower laws;
- ASIC, APRA or the ATO; or
- MPs or journalists, where you have reasonable grounds to believe that making the further disclosure would be in the public interest or the information concerns a substantial and imminent danger to the health or safety to one or more persons or to the natural environment, but only where prior disclosure has been made to ASIC, APRA or the ATO and Horizon Gold in certain circumstances. It is important you understand strict criteria apply and we recommend you obtain legal advice before making a disclosure to one of these people.

For more information about the Australian whistleblower laws (including how to make a disclosure directly to ASIC or the ATO), see the information available on the ASIC website (including Information Sheet 239 *How ASIC handles whistleblower reports*) and the ATO website.

13 Non-compliance with this Policy

Any breach of this Policy by personnel will be taken seriously by Horizon Gold and may be the subject of a separate investigation and/or disciplinary action.

A breach of this Policy may also amount to a civil or criminal contravention under the Australian whistleblower laws, giving rise to significant penalties.

We encourage you to raise any concerns about non-compliance with this Policy with the Speak-Up Protection Officer in the first instance. You can also lodge any concerns to ASIC or the ATO for investigation.

14 Review of this Policy

This Policy must be reviewed by the Board or its delegated committee with the assistance of the Speak-Up Protection Officer at least every two (2) years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this Policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.



Victor Rajasooriar
Non-Executive Chairman
Approved by the Board: 31 December 2019

Annexure A – Speak-Up Report Form

Speak-Up Report Form: Horizon Gold Limited

This form can be used by anyone who is or was a director, other officer, employee, contractor, consultant, supplier, supplier's employee, as well as a parent, grandparent, child, grandchild, sibling, spouse or dependant of any of these individuals.

This form is part of Horizon Gold's Speak-Up Policy and is intended to assist you make a speak-up report in relation to Horizon Gold or an officer or employee of Horizon Gold.

Use of this form (including provision of all information requested in it) is optional and it is open to you to make your report in another way, including by telephone.

You can provide this form to Horizon Gold by email, post or hand.

The contact details for our Speak-Up Protection Officer are:

**Speak-Up Protection Officer – the
Company Secretary**

Telephone: 08-6266 8828

Email: speakupprotectofficer@horizongold.com.au

Mail: PO Box Z5487, Perth WA 6831

Please ensure that any report mailed is marked private and confidential and for the attention of the Speak-Up Protection Officer.

Alternatively, you can provide this form to any Designated Recipient in section 6 of Horizon Gold's Speak-Up Policy.

Speak-Up Report Form: Horizon Gold Limited

SECTION A: CONSENT	
<input type="checkbox"/>	I consent to my identity being shared in relation to this report; OR
<input type="checkbox"/>	I wish for my identity to remain anonymous <i>(If you wish to remain anonymous, you do not need to complete section B and Section C)</i>
<input type="checkbox"/>	I consent to being contacted about my report <i>(If so, please complete Section C)</i>
<input type="checkbox"/>	I wish to receive updates about my report <i>(If so, please complete Section C)</i>
SECTION B: PERSONAL DETAILS	
Name:	
Address:	
Location (if applicable):	<input type="checkbox"/> Australia <input type="checkbox"/> Other Country, please advise: _____
Department / Team (if applicable):	
Role / Position:	
SECTION C: CONTACT DETAILS	
Preferred telephone no: <i>(this may be a private number; please include country and area code)</i>	
Preferred email address: <i>(this may be a private email address)</i>	
Preferred contact method: <i>(phone / email / in person)</i>	<input type="checkbox"/> Phone <input type="checkbox"/> Email <input type="checkbox"/> Mail <input type="checkbox"/> In person
Best time to contact you:	

SECTION D: DISCLOSURE

All questions are optional – however, the more information that you provide, the easier it will be for us to investigate and address your concerns.

<p>1</p>	<p>A description of your concerns, including:</p> <ul style="list-style-type: none">• <i>Location</i>• <i>Time</i>• <i>Persons involved</i> <p><i>(You are encouraged to include with this report any supporting evidence you may hold – you can use box 7 or a separate page if you run out of space)</i></p>	
<p>2</p>	<p>How did you become aware of the situation?</p>	
<p>3</p>	<p>Who was involved in the conduct, including any names, departments and position?</p>	

<p>4</p>	<p>Does anyone else know about the matters you are concerned about?</p> <p><i>(If yes, please describe any steps you have taken to report or resolve your concern and the outcome, if applicable)</i></p>	
<p>5</p>	<p>Do you have any concerns about you or any other person being discriminated against or unfairly treated because of this report?</p>	
<p>6</p>	<p>Do you think the reported conduct might happen again?</p>	
<p>7</p>	<p>Please include any other details which you believe are relevant</p>	

DATED: _____