



## WHISTLEBLOWER POLICY

### 1. INTRODUCTION

Zeus Resources Limited (**ASX: ZEU**) in this Policy may also be referred to as "**the Company**", "**Zeus**" or "**ZEU**".

This Policy applies to all directors, officers, employees, consultants, and contractors of the Company ("Personnel"). This Policy also applies, as far as is reasonably achievable, to the Company's service providers, suppliers, and third-party contractors ("Third Parties"). Any of these persons making a report under this Policy are referred to as a Whistleblower.

The Company is committed to adhering to its statutory obligations, its rules, and values. The Directors are committed to providing those involved with the Company a safe environment to raise breaches of internal rules or Policy, or Disclosable Matters relating to the Company, Personnel, Third Parties, or members.

In cases where people feel they need to be protected in relation to raising a matter, this Policy outlines the protections that will apply.

All Personnel and any Third Parties will be provided with access to a copy of this Policy through the Company's website on Corporate Governance. Training or awareness sessions on this Policy will be held from time to time, as required.

### 2. PURPOSE

The purposes of this Policy that forms part of risk management and corporate governance framework of the Company is to:

- Provide an understanding of what can be reported under this Policy;
- As set out in the Company's Code of Conduct, Personnel are expected to not only act in compliance with legal obligations, but also ethically and responsibly, which involves acting with honesty, integrity and in a manner which is consistent with the reasonable expectations of investors and the broader community;
- Demonstrate the importance the Company places on ensuring a safe and supportive environment where Personnel and Third Parties feel confident to raise breaches of internal rules or Disclosable Matters relating to the Company, Personnel, Third Parties, or members;
- Assist to create a culture within the Company that encourages people to speak up and raise breaches of internal rules or policy, or Disclosable Matters relating to the Company, Personnel, Third Parties or members;
- Explain the processes for reporting breaches of internal rules or policy, or Disclosable Matters, including what happens when a Whistleblower makes a report, and to
- Outline how Whistleblowers will be protected if they make a report.

### **3. DEFINING DISCLOSABLE MATTERS**

A Whistleblower may make a report under this Policy if they have reasonable grounds to suspect that a person or persons connected with the Company (e.g., Personnel or Third Parties or members) has engaged in conduct which is:

- A breach of the Company's Code of Conduct;
- Dishonest, fraudulent, or corrupt;
- Illegal (such as theft, offering or accepting a bribe, money laundering, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- In breach of applicable laws;
- Unethical in breach of Company's policies and procedures (either representing a breach of the Company's Code of Conduct or generally);
- Conduct amounting to harassment, discrimination, victimization or bullying;
- Conduct that is potentially damaging to the Company, Personnel or a third party such as unsafe work practices, environmental damage, health risks or abuse of the Company's property or resources;
- Any conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests of the Company; or
- Any other kinds of misconduct or improper state of affairs or circumstance in relation to the Company.

Personal work or contract related grievances and reports that are not Disclosable Matters are not covered by this Policy.

### **4. REPORTING DISCLOSABLE MATTERS**

Every member of Personnel has a role and responsibility in ensuring the Company is run ethically and in accordance with its internal rules and policies. Where matters related to breaches of internal rules or policies, or Disclosable Matters are identified they should be raised as soon as possible. In instances where a person has concerns about making a report, reports can be made anonymously.

#### **4.1 WHO CAN REPORT A MATTER?**

If a member of Personnel or a Third Party to whom this Policy applies becomes aware of any matter that they consider to be Disclosable Matters, they can:

- Report to their direct supervisor or manager. However, if a Whistleblower is not comfortable speaking to their supervisor or manager, or is not satisfied with their response to the Whistleblower's report, a Whistleblower is encouraged to speak with anyone in management who they are comfortable in approaching;
- Report directly to the Whistleblower Officer; or
- If the matter concerns the Whistleblower Officer if a Whistleblower is not comfortable contacting the Whistleblower Officer, they should contact the Company's Chairman of the Board of Directors.

Whistleblowers need to provide in the report all the information on which they formed the view that they had reasonable grounds to suspect reportable conduct to assist in the investigation of the conduct. By way of example, information in the report could include the date, time and location of the conduct, the name(s)

of the persons involved and any witnesses to the events, evidence of the events (e.g., emails, documents) and any steps the Whistleblower or another person may have already taken to report or resolve the matter.

Nothing in this Policy restricts a person from reporting any matter or providing any information to a regulator (such as ASIC, the Company's auditor or a member of the audit team or any other person in accordance with any relevant law, regulation, or other requirement).

A false report of Disclosable Matters could have significant effect on the Company's reputation, the reputation of other Personnel or Third Party and may result in a considerable waste of resources. Any deliberately false reporting of Disclosable Matters will be treated as a serious disciplinary matter.

#### **4.2 WHO SHOULD A WHISTLEBLOWER REPORT THEIR MATTER TO?**

The Board will appoint a suitable senior officer or employee to the position of "Whistleblower Officer", whose role it will be to investigate the substance of any complaint regarding Disclosable Matters to determine whether there is evidence in support of the conduct raised or, alternatively, to refute the report made.

The Whistleblower Officer has direct, unfettered access to independent financial, legal, and operational advice as required for the purposes of effectively carrying out the role. The Whistleblower Officer also has a direct line of reporting to the Chairman of the Board of Directors.

The current Whistleblower Officer is Jian Liu, the Company Secretary. The Whistleblower Officer's contact details are as follows:

Name: Jian Liu  
Email: daniel.liu@zeusresources.com

#### **5. INVESTIGATION PROCEDURE**

The investigative process will depend on the nature of the conduct being investigated and who is implicated in the reported concern. It may be managed internally or externally as appropriate. The Company's objective is that all investigations be conducted in a manner that is fair and objective to those involved.

All concerns will be investigated as soon as is reasonably practicable and in a confidential, objective and discreet manner. No particulars that would reveal a Whistleblower's identity will be disclosed without first obtaining consent.

If not reported anonymously, the Whistleblower will be interviewed privately and may be asked to sign a written statement containing the relevant facts.

At the end of the investigation, a report will be completed and provided to the Board of Directors. Reports and records created will be secured and protected as confidential.

A Whistleblower will be kept informed of the investigative process, its progress and its outcomes including the course of action the Company proposes to take or if no action is proposed, an appropriate explanation. If reported anonymously, feedback will be provided by the Whistleblower Officer.

## **6. PROTECTION OF WHISTLEBLOWERS**

The Company is committed to ensuring confidentiality in respect of all matter raised under this Policy and that Whistleblowers who make a report under this Policy are treated fairly and do not suffer detriment.

“Detriment” includes dismissal, demotion, harassment, victimization, discrimination, disciplinary action, bias, threat, or other unfavourable treatment.

A Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage, injury due to detrimental treatment and is encouraged to seek independent legal advice.

The Corporations Act 2001 provides protection for Whistleblowers under Part 9.4AAA where certain conditions are met. Where these conditions are met:

- The Whistleblower is protected from any legal liability by making the report;
- Should they suffer any detrimental, recriminatory, harassing, or unfavourable treatment for lodging a report, the Whistleblower can claim compensation for that damage from the offender, who may also be liable for a criminal offence; and
- If the Whistleblower Officer receiving the report discloses anything which may give away the Whistleblower’s identity (other than as required by law, the police or ASIC), they too may be guilty of an offence.

A Whistleblower qualifies for protection from the time they make their disclosure, regardless of whether the Whistleblower or Whistleblower Officer recognizes that the disclosure qualifies for protection. A Whistleblower can still qualify for protection even if their report turns out to be incorrect.

## **7. OTHER LEGISLATIVE PROTECTIONS**

Part IVD of the Taxation Administration Act 1953 (Cth) also gives special protection to disclosures about breaches of any Australian Tax Law, provided certain conditions are met. These protections are in addition to those detailed in this policy.

## **8. POLICY REVIEW**

This Policy was approved by the Company’s Board of Directors on 29<sup>th</sup> September 2021 and will be reviewed annually to check that it is operating effectively and whether any changes are required to the Policy.

**Signed on behalf of the Board of Directors**



**Dongfeng Zhang**  
Chairperson