

CORPORATE GOVERNANCE POLICIES

WHISTLEBLOWERS POLICY

1. Purpose
 - 1.1 Cervantes Corporation Limited (Company) is committed to fostering a culture of good corporate governance and ethical behavior for its officers, employees and contractors (Personnel).
 - 1.2 The Company has implemented this Whistleblower Policy (Policy) to provide Personnel with a mechanism for addressing concerns about the Company's operation and to provide a transparency around a framework for receiving, handling and investigating reports of undesirable and unlawful conduct to prevent the conduct from occurring in the future.
 - 1.3 The Company believes the best way to maintain this culture is through a secure and safe working environment in which Disclosing Parties can report instances of undesirable and unlawful conduct without fear of victimisation, retaliation or reprisal from the Company or its Personnel.
 - 1.4 In this Policy it is important to understand:
 - (a) who is a Disclosing Party;
 - (b) what matter are disclosable;
 - (c) to whom and Disclosing Party should make disclosures; and
 - (d) legal protections for Whistleblowers.
2. Application of this Policy
 - 2.1 This Policy reflects the requirements under the Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 (Cth), the Corporation Act 2001 (Cth) (Corporations Act), the Taxation Administration Act 1953 (Cth), ASX Corporate Governance Principles and Recommendation (the Fourth Edition) and the Australian Securities and Investments Commission (ASIC)'s Regulatory Guide 270: Whistleblower Policies.
 - 2.2 A Disclosing Party means a person or body corporate who is currently, or has ever been:
 - (a) an officer or employee the Company;
 - (b) a contractor or supplier of goods or services to the Company, including their employees;
 - (c) an associate of the Company; and
 - (d) a relative, dependent, child or spouse of an individual named in (a) to (c).
 - 2.3 This Policy applies to and protects all Disclosing Parties who have made:
 - (a) a report of Reportable Matter (as defined in section 3.1 of this Policy) to their supervisor or senior managers, the directors or secretary of the Company, the Whistleblower Protection Officer, ASIC, the Commissioner of Taxation or any other Commonwealth regulatory body (together, Eligible Recipients);
 - (b) a report of Reportable Matters to an auditor or member of an audit team conducting an audit of the Company;
 - (c) a report of Reportable Matters to a legal representative for the purpose of obtaining legal advice; or
 - (d) a Public Interest Disclosure or Emergency Disclosure (as defined in section 4.5(a) and 4.5(b) if this Policy) to journalist or parliamentarian.
3. Reportable Matters
 - 3.1 Reportable Matter means any conduct by a person who is connected with the Company (including an employee or officer of the Company) and the Disclosing Party has reasonable grounds to suspect that such constitutes:

- (a) misconduct including unethical, illegal, dishonest, fraudulent or corrupt conduct, constituting improper state of affairs or circumstances from a legal or regulatory perspective;
- (b) an offence against, or a contravention of a provision of any legislation, including but not limited to:
 - (i) Corporation Act 2001(Cth);
 - (ii) Australian Securities and Investments Commission Act 2001 (Cth)
- (c) an offence against any other law of the Commonwealth punishable by imprisonment for a period of 12 month or more;
- (d) represents a danger to Personnel or the public;
- (e) fraud, money laundering or misappropriation of funds or other Company assets; or
- (f) engaging in or threatening to engage in detrimental conduct against a Disclosing Party who reports Reportable Matters or is believed or suspected to have made, or be planning to make a report of Reportable Matters.

3.2 Non-Reportable Matters

This Policy is not intended to replace any other reporting process relating to complaints about Personnel's employment which may have implications for Personnel personally but do not have significant implications for the Company or any other entity with which the Company has dealings with (Personal Work-Related Grievances).

Personal Work-Related Grievances include, but not limited to:

- (a) inter-personal conflicts, such as reports of bullying, harassment and discrimination not related to a report of Reportable Matters;
- (b) any other decisions that do not breach workplace laws including decisions about the terms and conditions of the Personnel's employment;
- (c) a decision about engagement, transfer or promotion of Personnel; or
- (d) decisions to discipline or to suspend or terminate the employment of Personnel.

Generally, any report in relation to Personal Work-Related Grievance, do not constitute Reportable Matters and do not qualify for whistleblower protection under this Policy or the Corporation Act.

Personal Work-Related Grievances may be protected under this Policy if the grievance includes any information specified in section 3.1 of this Policy or where Personnel suffer from or are threatened with retaliation or harassment for reporting Reportable Matters.

4. To whom can you make a report of a "Reportable Matter"

4.1 A Disclosing Party may report a Reportable Matter to an Eligible Recipient, including:

- (a) an office, senior manager, director or company secretary of the Company;
- (b) the external auditor of the Company;
- (c) a person authorised by the Company to receive reports of Reportable Matters that qualify for protection under this Policy, such as the Whistleblower Protection Officer (as defined in section 4.2 of this Policy); or
- (d) any other person or body outlined in this section 4.

4.2 Whistleblower Protection Officer and Whistleblower Investigation Officer

The Company has appointed a Whistleblower Protection Officer who is trained and qualified to receive and handle reports of Reportable Matters. The Whistleblower Protection Officer is responsible for protecting and safeguarding the interest of disclosers, ensuring the integrity of the reporting mechanism and ensuring reported Reportable Matters complies with the relevant legislation

The Whistleblower Protection Officer is Justin Vost.

The Whistleblower Protection Officer is responsible for appointing the Whistleblower Investigation Officer to investigate the report of Reportable Matters and to ensure they do not have a personal interest in the Reportable Matter.

The Whistleblower Investigation Officer is Marcus Flis.

Personnel may contact the Whistleblower Protection Officer to seek confidential information and advice in relation to this Policy including information about how to report Reportable Matters.

4.3 Legal Practitioners

Disclosing Party may report a Reportable Matter to a legal practitioner for the purpose of obtain legal advice or representation in relation to operation of the whistleblower protection regime.

4.4 Regulatory bodies and other external parties

Disclosing Party may report Reportable Matters directly to an external regulator such as ASIC, the Australian Taxation Office (ATO) or any other Commonwealth regulatory body and qualify for protection under the Corporations Act.

4.5 Journalist or Parliamentarian.

Disclosing Parties may make a Public Interest Disclosure or an Emergency Disclosure to a journalist or parliamentarian.

(a) Public Interest Disclosures

Public Interest Disclosure is a report of Reportable Matters made to a journalist or parliamentarian. In making a Public Interest Disclosure, Disclosing Parties will qualify for protection under the whistleblower protection regime where the following applies:

- (i) at least 90 days have passed since the Disclosing Party reported the Reportable Matter to ASIC or any other Commonwealth regulatory body; and
- (ii) the Disclosing Party does not have reasonable grounds to believe action is being taken, or has been auctioned, on their behalf to the report; and
- (iii) the Disclosing Party reasonably believes reporting the Reportable Matter is in the public interest; and
- (iv) the Disclosing Party has given written notice to ASIC or any other Commonwealth regulatory body prior to making a Public Interest Disclosure, which clearly identifies their previous report (ie including the application number, or any other identifying feature) and states that they intend to make a Public Interest Disclosure.

If a Disclosing Party is unsure whether the Public Interest Disclosure provisions described in this section 4.5(a) apply to their report of Reportable Matters, they are encouraged to contact the Whistleblower Protection Officer or seek external legal advice.

(b) Emergency Disclosures

Emergency Disclosure is a report of Reportable Matters to a journalist or parliamentarian that is necessary to inform the journalist or parliamentarian of substantial and imminent danger. In making an Emergency Disclosure, Disclosing Parties will qualify for protection under the whistleblower protection regime where the following applies:

- (i) the Disclosing Party has previously reported the Reportable Matter to the ASIC any other Commonwealth regulatory body; and
- (ii) the Disclosing Party reasonably believes the Reportable Matter relate to a substantial and imminent danger to the health or safety of persons or to the environment; and
- (iii) the Disclosing Party has given written notice to ASIC or any other Commonwealth regulatory body prior to making an Emergency Disclosure, which clearly identifies their previous report (ie including the application number, or any other identifying feature) and states that they intend to make an Emergency Disclosure; and
- (iv) the information reported in the Emergency Disclosure is only provided to the extent necessary to inform the journalist or parliamentarian of the substantial and imminent danger.

If a Disclosing Party is unsure whether the Emergency Disclosure provisions described in this section 4.5(b) apply to their report of Reportable Matters, they are encouraged to contact the Whistleblower Protection Officer or seek external legal advice.

5. How to report a Reportable Matter

5.1 All disclosures will be taken serious and will be thoroughly investigated by the Company.

5.2 In order to be protected by this Policy, Disclosing Parties must report Reportable Matters directly to an Eligible Recipient, as defined in section 4 of this Policy. Any report of Reportable Matters not made directly to the Whistleblower Protection Officer will be referred to the Whistleblower Protection Officer, subject to the consent of the Disclosing Party.

5.3 The report should include full disclosure of the relevant details of the conduct and, wherever possible, provide the reason for concern and all available supporting documentation.

5.4 Disclosing Party who wish to report Reportable Matters internally may raise their concerns with their supervisors, directors or senior managers in the first instance. If Disclosing Parties are not comfortable, or feel it is inappropriate, to report Reportable Matters through standard internal communication channels, they may contact the Whistleblower Protection Officer on:

Telephone: (08) 9363 1700
Email: jvost@nysecurities.com.au

5.5 Disclosing Parties may remain anonymous by using the option listed in section 6.1 or by creating an anonymous email address from which to report the Reportable Matter. In making an anonymous report, the Disclosing Party is still protected under the whistleblower protection regime.

5.6 All information provided to the Whistleblower Protection Officer will be kept confidential and will only be disclosed in accordance with this Policy or as required by law.

5.7 The Whistleblower Protection Office will ensure all telephone calls are conducted in private and all emails are kept confidential. Personnel may elect to meet the Whistleblower Protection Officer away from the workplace and outside of business hours.

5.8 If Disclosing Parties believe it is necessary to do so, they may also report Reportable Matters directly to an external regulator such as ASIC, the ATO or any other Commonwealth regulatory body and qualify for protection under the Corporations Act.

5.9 For the avoidance of doubt, a Disclosing Party can still qualify for protection under the whistleblower regime even if their report of Reportable Matter turns out to be incorrect.

5.10 If a Disclosing Party has made a report of Reportable Matter which is deliberately false, or is trivial or without substance, the Disclosing Party's conduct will be considered a serious breach of this Policy.

5.11 A report will be deliberately false if the Disclosing Party has made the report knowing the contents of their report is false, or with reckless disregard as to the truth or falsity of the contents of their report.

5.12 To ensure fairness and to avoid possible risk to the objectivity of the investigation, Disclosing Parties should not discuss their report and should keep confidential the fact that they have reported Reportable Matters against the Company.

5.13 An overview of how to report a Reportable Matter and the investigation process is contained in Annexure A.

6. Legal protection for Disclosing Parties

- 6.1 If a Disclosing Party does not wish to be identified, they may adopt a pseudonym, communicate anonymously via telephone or email and refuse to answer any question the Disclosing Party believes could reveal their identity. The Company may not be able to undertake a full investigation if it is not able to contact the Disclosing Party.
- 6.2 The Whistleblower Protection Officer, Whistleblower Investigation Officer and any other person connected with the investigation must ensure all disclosure material, the identity of and any information relating to the Disclosing Party remains confidential including any information or opinion about a person, a person's race or ethnicity, political opinion, religious beliefs, sexual orientation, health information, employee record information or other information that may lead to identification of a person (Personal Information)
- 6.3 Personnel must protect and maintain the confidentiality of Disclosing Parties they know or suspect to have made a disclosure and any unauthorised identification or disclosure of a Disclosing Party's identity may constitute a criminal offence under law.
- 6.4 The Company will endeavour to protect the anonymity of Disclosing Parties by ensuring all information and Personal Information concerning a report of Reportable Matters is held in the strictest confidence, stored securely and not disclosed to a person(s) not directly connected with the investigation.
- 6.5 The Company may disclose the identity of the Disclosing Party where:
 - (a) the Disclosing Party consents in writing;
 - (b) disclosure is required by law;
 - (c) disclosure is reported to a professional legal advisor on a confidential basis or reported to auditors or other authorised regulatory bodies, such as ASIC, the ATO, or the Federal Police; or
 - (d) disclosure of the identity of the Disclosing Party is necessary for the purpose of obtaining appropriate legal advice in relation to the Reportable Matters.
- 6.6 The Whistleblower Protection Officer, Whistleblower Investigation Officer and any other person connected with the investigation into the report of Reportable Matters must ensure communications and documents relating to an investigation are not sent to an email address that may be accessed by any person not directly connected with the investigation.
7. Support and practical protection for Disclosing Parties
 - 7.1 It is an offence for the Company or its Personnel to cause, or threaten to cause, any action or behaviour that is, or could be perceived to be, victimisation, retaliation or harassment of a Disclosing Party (Detriment).
 - 7.2 The Company and its Personnel will ensure that, as a result of reporting Reportable Matters, Disclosing Parties are not subject to or threatened with:
 - (a) dismissal from their employment;
 - (b) alteration of their position or duties to their disadvantage;
 - (c) discrimination between a Disclosing Party and other Personnel;
 - (d) bullying, harassment or intimidation;
 - (e) harm or injury in their employment including psychological harm;
 - (f) loss or damage to their property, or business or financial position; or
 - (g) any other damage or harm.
 - 7.3 In addition, the Company or its Personnel, as a result of a Disclosing Party making a report of Reportable Matters must not:
 - (a) aid, abet, counsel or procure to Detriment;
 - (b) induce the Detriment, whether by threat, promises or otherwise;
 - (c) in any way, by act or omission, directly or indirectly, be knowingly concerned in or party to the Detriment; or
 - (d) conspire with others to effect the Detriment.
 - 7.4 If a Disclosing Party suffers Detriment as result of reporting Reportable Matters, they should contact the Whistleblower Protection Officer who will assist and support the Disclosing Party manage stress, seek counselling or other professional or legal services.

- 7.5 Disciplinary measures relating to a Disclosing Party's individual misconduct, which may include unsatisfactory work performance, that is unrelated to the report of Reportable Matters, does not constitute Detriment.
- 7.6 If the Company or its Personnel fail to take reasonable precautions to protect a Disclosing Party from suffering loss, damage or injury from reporting Reportable Matters, or fails to exercise due diligence to prevent Detriment, the Company or its Personnel may be liable to pay compensation or other remedy as determined by a court.
- 7.7 In reporting Reportable Matters, Disclosing Parties are protected from civil, criminal and administrative liabilities. However, Disclosing Parties may still be personally liable for their involvement in the Reportable Matter, even if the Disclosing Party reports the conduct.
- 7.8 In addition, the protections listed in section 7.7 do not grant Disclosing Parties immunity from disciplinary measures for their individual misconduct, including unsatisfactory work performance, which is unrelated to the report of Reportable Matters.
- 7.9 If a Disclosing Party believes they have suffered Detriment they are encouraged to contact the Whistleblower Protection Office, seek legal advice or contact regulatory bodies such as ASIC or the ATO.
8. Handling and investigating a Reportable Matter
 - 8.1 Investigations into reports of Reportable Matters are conducted by the Whistleblower Investigation Officer.
 - 8.2 It is the responsibility of the Whistleblower Investigation Officer to ensure all investigations are conducted in accordance with this Policy.
 - 8.3 In order to ensure proper process and to prevent actual or perceived unethical conduct, the roles of the Whistleblower Protection Officer and the Whistleblower Investigation Officer will not be held by the same person.
 - 8.4 All investigations will be undertaken according to principles of thoroughness, objectivity, fairness, independence and without bias. All parties will be given adequate notice of meetings to discuss the issues raised and have time to prepare.
 - 8.5 The Whistleblower Protection Officer will provide details of each report of Reportable Matter received to the Whistleblower Investigation Officer on a confidential basis who will then conduct an investigation into the report to determine whether the report falls within the scope of this Policy and whether a formal investigation is required.
 - 8.6 The object of a formal investigation is to locate evidence to substantiate or disprove claims made in the report of Reportable Matters. In conducting a formal investigation, the Whistleblower Investigation Officer will:
 - (a) document and investigate reports of Reportable Matter as soon as practicable after the report is lodged;
 - (b) review all supporting documentation and obtain further information as required to appropriately and fully investigate the report;
 - (c) consider any possible remedy or action that may be required; and
 - (d) immediately notify the Company Secretary if the report of Reportable Matters concerns allegations of serious misconduct.
 - 8.7 The Whistleblower Investigation Officer will maintain appropriate records and documentation for each stage of the investigation. All parties will be given the opportunity to be heard and have the right to legal representation, if required.
 - 8.8 Depending on the nature and scope of the allegations made, the Whistleblower Investigation Officer will advise the Disclosing Party within 20 days of them making the report whether an investigation has been undertaken, the start date of the investigation, whether has been completed and any action to be taken to address the Reportable Matter, subject to any applicable confidentiality or privacy requirements or other relevant considerations.

- 8.9 If the investigation is ongoing, the Whistleblower Investigation Officer will regularly update the Disclosing Party on the progress until it has been finalised.
- 8.10 Once an investigation is complete, the Whistleblower Investigation Officer will report the findings of the investigation to the Whistleblower Protection Officer (Investigation Report).
- 8.11 A copy of the Investigation Report will be provided to the Board and the Company Secretary in order to assist in updating and amending the risk management and compliance frameworks.
- 8.12 If the Board is satisfied that the Reportable Matter have occurred, they will make a recommendation to the Chief Executive Officer (CEO) as to the action that should be taken.
- 8.13 If the Board is not satisfied that the Reportable Matter have occurred, they will provide a report of the findings of the investigation to the CEO including a summary of the reasons why they are not satisfied that the Reportable Matter have occurred.
- 8.14 Where appropriate, the Whistleblower Protection Officer will communicate a summary of the findings of the investigation to the Disclosing Party and the person named in the report of Reportable Matters.
- 8.15 If the Disclosing Party is not satisfied with the decision or recommendations made by the Whistleblower Protection Officer, they may appeal to the CEO or lodge a complaint ASIC or other Commonwealth regulatory body.
- 8.16 It is at the CEO's discretion whether to review the findings of the Investigation Report in respect of whether the investigation was conducted properly, if new information is available and whether the new information would alter the findings of the Investigation Report.
- 9 Ensuring fair treatment of individuals mentioned in a report of Reportable Matters
 - 9.1 Any Personnel named in reports of Reportable Matters have the right to be informed of, and given the opportunity to respond to, the content of any allegations made against them prior to any final decision being made by the Whistleblower Protection Officer.
 - 9.2 The Company will protect all Personnel named in the report of Reportable Matters by ensuring all Personal Information relating to the Personnel remains confidential unless a formal investigation finds that the Reportable Matter have occurred.
- 10 Accessibility of the Policy
 - 10.1 Personnel will be aware of the existence of this Policy and the mechanisms for reporting Reportable Matters through all-staff meetings, employee handbooks, new-starter training programs, staff noticeboards and the Company's website.
 - 10.2 The Company will also provide ongoing information for all Personnel in relation to this Policy and its processes and procedures in order to ensure company-wide knowledge and understanding of all rights and obligations under this Policy.
 - 10.3 All Eligible Recipients will be provided with training and resources to ensure consistency and company-wide knowledge and understanding of the processes and procedures for responding to reports of Reportable Matters under this Policy.
 - 10.4 ASIC specifies that all levels of management within an entity, particularly line managers should receive appropriate training in how to effectively deal with disclosures. Targeted training is to be provided to staff members with specific responsibilities under the policy.
- 11 Review
 - 11.1 The Company Secretary is responsible for the oversight and monitoring of this Policy and will review this Policy on a regular basis at least annually.

11.2 This Policy may only be amended with approval by the Board

12. General

12.1 Where there is any inconsistency between the terms of this Policy and the Act, the Act shall apply to the extent of the inconsistency.

13. Key organisational contacts

| Name | Role | Contact details |
|-----------------|-------------------------------------|---------------------------|
| Collin Vost | Chief Executive Officer | cvost@nysecurities.com.au |
| Patrick O'Neill | Company Secretary | poneill1208@gmail.com |
| Justin Vost | Whistleblower Protection Officer | jvost@nysecurities.com.au |
| Marcus Flis | Whistleblower Investigation Officer | mflis@bigpond.com |