



# Whistleblowing Policy

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**Coronado Global Resources Inc.**

Adopted by the Board on 21 September 2018

Amended by the Board December 2018 and 2 December 2020

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## 1 What is the purpose of this Policy?

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Coronado Global Resources Inc (the **Company**) and each of its subsidiaries (together the **Group** and each a **Group Member**) is committed to conducting business honestly, with integrity, and in accordance with its values and standards of expected behaviour. The Board has approved this Policy to:

- encourage people to Speak Up if they become aware of Potential Misconduct;
- explain how to Speak Up and what protections a discloser will receive so that they can disclose wrongdoing safely, securely and with confidence that they will be protected and supported;
- outline the Company's processes for responding to Speak Up disclosures; and
- promote a workplace environment in which everyone feels safe, supported, and encouraged to Speak Up.

The Board will not tolerate anyone being discouraged from Speaking Up or being disadvantaged or victimised because they want to Speak Up or they have done so. Disciplinary action, up to and including termination of employment or engagement may be imposed on anyone shown to have disadvantaged or victimised a person because they want to, or have, Spoken Up.

Speaking up helps the Company to identify and address issues and improve how we do business. Failure to Speak Up exposes the Company to additional risks and will undermine our culture and values.

This Policy is designed to comply with the Australian *Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth) (the **Australian Laws**), which provide for protection for certain individuals referred to in this Policy as 'Eligible Whistleblowers' who make a qualifying disclosure in Australia or regarding our Australian operations, which are expressly mentioned in this policy and as set out in accordance with Appendix 1 of the Policy ('Whistleblower Protection Scheme').

However, it is important to remember that the Group operates in Australia and the United States; your legal rights and obligations as a discloser will depend on the laws applicable to your particular situation, and the Group must comply with all local laws. If compliance with this Policy would breach any local laws or if those local laws impose a higher standard of protection for those who chose to speak up, the applicable laws will take precedence.

## 1 What is Speaking Up?

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Under this Policy, Speaking Up means telling an appropriate person (called Authorized **Recipients**, see section 4 below) if you have reasonable grounds to suspect that **Potential Misconduct** has occurred or is occurring in relation to the Group.

Potential Misconduct means any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Group. It includes a breach of law or information that indicates a danger to the public, the Group's employees or to the financial system. You should Speak Up even if you are unsure if something is Potential Misconduct.

Examples of Potential Misconduct include:

- conduct endangering health and safety, or causing damage to the environment;
- breach of applicable laws, including theft, dealing in or use of illegal drugs, violence or threatened violence or criminal damage against property;
- breach of any Group policy, procedure, standard or code (including the Company's *Code of Conduct and Business Ethics* and the *Anti-corruption Policy*);
- bribery or corruption;
- failing to comply with, or breach of, legal or regulatory requirements;
- dishonest behaviour;
- conflicts of interest;
- anti-competitive behaviour;
- victimisation or harassment;
- financial fraud or mismanagement;
- insider trading or other breach of the *Securities Dealing Policy*;
- unauthorised use of the Group's confidential information;
- conduct likely to damage the Group's financial position or reputation; and
- detrimental conduct against a person who has made a disclosure or is believed or suspected to have made or be planning to make a disclosure under the Policy;
- deliberate concealment of the above.

When Speaking Up, you must have reasonable grounds to believe the information you are disclosing is true, but you will not be penalised if the information turns out to be false or incorrect. However, you must not make a report that you know is not true or is misleading. Where it is found that a discloser has knowingly made a false report, this will be considered a serious matter and will result in disciplinary action.

## 2 Who can Speak Up?

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Anyone with information about Potential Misconduct is encouraged to Speak Up.

This Policy applies to the Group's current and past:

- employees, officers and contractors;
- suppliers (including employees of suppliers); and
- associates,

and these people's dependents (or their spouse's dependents) and their relatives<sup>1</sup>.

Compliance with this Policy is mandatory for all people who work with the Group. Failure to comply may result in disciplinary action up to and including dismissal. People must not discourage anyone from Speaking Up and to do so will itself breach this Policy. If any person is told not to raise or pursue a concern, even by their Manager or a person in authority, they are encouraged to make a disclosure to a different Recipient.

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<sup>1</sup> For disclosures arising in Australia or in connection with the Group's Australian operations, or the operations of its Australian subsidiaries, please refer to Annexure 1 which details certain individuals who will be an "Eligible Whistleblower" who may make a qualifying disclosure protected under the Australian Laws.

### 3 Who can I tell?

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The Company encourages you to Speak Up via the Coronado Global Resources Reporting Line (the **Reporting Line**). Details are as follows:

	<b>Australia</b>	<b>United States</b>
<b>Telephone</b>	1800 332 382	1800 903 1794
<b>Email</b>	<a href="mailto:coronadoreportingservice@deloitte.com.au">coronadoreportingservice@deloitte.com.au</a>	
<b>Online</b>	<a href="http://www.coronadoreportingservice.com">www.coronadoreportingservice.com</a>	

**The Hotline can be contacted 24 hours a day, 7 days a week and is managed by an independent external third-party provider.**

In addition to the Reporting Line, concerns can be raised with one of the following **Authorized Recipients**<sup>2</sup>:

- A member of the Group Executive Team.
- General Manager, Assurance and Risk.
- Chairman of the Audit, Governance and Risk Committee.
- Chairman of the Board.

Disclosures can be made to any of the Authorized Recipients at any time.

### 4 What information should I provide?

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You should gather and provide as much information as possible (within the bounds of the law), including details of the Potential Misconduct, all people involved or who may be witnesses, dates, locations and if any more evidence (e.g. documentation or electronic data) may exist.

### 5 Can I make an anonymous disclosure?

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**You can make an anonymous disclosure if you do not want to reveal your identity.**

While you are encouraged to provide your name because it will make it easier for us to address your disclosure (for example, the context in which you may have observed the Potential Misconduct is likely to be useful information, and we may seek more information to assist an investigation) you are not required to do so.

If you do not provide your name, the Company will assess your disclosure in the same way as if you had revealed your identity, and any investigation will be conducted as best as possible based upon the information available in the circumstances. The more information provided the better the Group will be able to investigate and act on your disclosure of Potential Misconduct.

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<sup>2</sup> For disclosures arising in Australia or in connection with the Group's Australian operations, or the operations of its Australian subsidiaries, please refer to Annexure 1 which details the additional Eligible Recipients under the Australian Laws who are Authorized Recipients under this Policy.

Details about how your identity will be protected if you do provide your name are described in section 9.

## 6 How will the Company respond?

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All Speak Up disclosures will be recorded in the confidential Speak Up Register.

The Authorized Recipient (or other person receiving your disclosure) will seek your consent before recording your name on the Speak Up Register. You are encouraged to feel supported and safe in providing information, and to consent to the limited sharing within the Group of your identity. This will assist the Group to protect and support you in relation to your disclosure and facilitate the Group investigating, reporting, and taking action arising as a result of your disclosure.

The Speak Up Register is confidential and can only be accessed by the General Manager, Assurance and Risk Audit, the General Counsel Australia and the Chief Legal Officer & Secretary, who will use that information to determine the appropriate response to disclosures made and to inform any investigation commenced.

Disclosures made under this Policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively. The Company will apply the protections described at section 9 when responding to or investigating disclosures.

- All reports will be properly assessed and considered by the Company and a decision made as to whether they should be investigated, whether it is a disclosure to which Annexure 1 applies or if the report needs to be referred to another team in the Company for review (for example to Human Resources or to Group Legal team), again, subject to any applicable confidentiality requirements.
- If appropriate, disclosers will be told how the Company has decided to respond to their disclosure, including whether an investigation will be conducted. This may not occur until after an investigation has been concluded. However, it may not always be appropriate to provide disclosers with this information and may not be possible unless contact details are provided when Speaking Up.
- Any investigations commenced will be conducted in a timely manner and will be fair and independent from any persons to whom the disclosure relates.
- Investigations will generally be overseen by the Chief Legal Officer & Secretary or the General Manager, Assurance and Risk. Other people, including employees or external advisers, may also be asked to assist or run the investigation. All personnel must cooperate fully with any investigations.
- All documents and records relating to an investigation will be stored securely and access restricted to those directly involved in managing and investigating the disclosure. As required, documents and records relating to the investigation will be de-identified to ensure there is no unauthorised disclosure of the discloser's identity;
- Each person involved in the investigation will be reminded of the confidentiality requirements, including in respect of the protection of the confidentiality of the Whistleblower's identity;
- Unless there are confidentiality or other reasons not to do so, persons to whom the disclosure relates will be informed of the allegation at an appropriate time and will be given a chance to respond to the allegations made against them.
- The method for documenting and reporting the findings of an investigation will depend on the nature of the report. If an investigation report is prepared, this will

be the property of the Company. For reports arising in connection with the Company's Australian operations, or the operations of its Australian incorporated entities, such compensation and remedies are, in appropriate cases, available under the Australian Laws. None of these protections will shield a discloser from the consequences of any of their own wrongdoing revealed by their report.

## 7 What happens after an investigation?

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The results of any investigation will be recorded in writing in a formal internal report that will be confidential and is the property of the Company. The outcome of any investigation will be reported to the Board in accordance with section 10.

Disclosers who Speak Up will be informed of the investigation outcome if appropriate. However, it may not always be appropriate to provide disclosers with this information. If appropriate, the persons to whom the disclosure relates will also be informed of the findings of any investigation. However, the formal report recording the results of an investigation will not be provided to a discloser or any other person subject to investigation.

Where an investigation identifies a breach of the Company's Code of Business Conduct & Ethics or internal policies or procedures, appropriate disciplinary action will be taken, including where the investigation reveals misconduct or wrongdoing of a discloser, subject to any protections under the applicable law. This may include but is not limited to terminating or suspending the employment or engagement of the person(s) involved in the misconduct.

## 8 What protections exist for Whistleblower?

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This section outlines the Company's policy on protecting those who Speak Up. The law also contains protections for disclosers<sup>3</sup>.

### 8.1 Protecting your identity and confidentiality

All information received from a Whistleblower will be treated confidentially. This means that a report and any related information will only be shared with a limited number of people on a need to know basis, subject to the applicable legal requirements.

The Company's priority is to protect people who Speak Up. If you Speak Up, your identity (and any information that we have because of your disclosure that someone could likely use to work out your identity) will only be disclosed if:

- you give your consent to the Company to disclose that information<sup>4</sup>;
- the disclosure is allowed or required by law (for example, disclosure by the Group to a lawyer in order to get legal advice or to a regulator or law enforcement agency)<sup>5</sup>; or

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<sup>3</sup> For further detail on the protections arising in respect of reports in Australia or in connection with our Australian Operations or the operations of the Group's Australian subsidiaries, please refer to Annexure 1.

<sup>4</sup> For reports arising in Australia or in connection with our Australian operations or the operations of the Group's Australian subsidiaries, reports that are made anonymously will still attract the requirements and protections of the Australian Laws.

<sup>5</sup> For further detail on the protections arising under the Australian Laws, please refer to Annexure 1.

- in the case of information likely to identify you, it is reasonably necessary to disclose the information for the purposes of an investigation, but all reasonable steps are taken to prevent someone from working out your identity.
- If a discloser believes or suspects there has been a breach of confidentiality, this should be raised with the investigator (if known to the discloser or to the Reporting Line (with appropriate explanation to enable investigation as appropriate).

## 8.2 Protecting you from detriment

No person may victimise or cause detriment to someone (or threaten to do so) because of a suspicion that any person has, will or could Speak Up. For example, victimisation could include doing or threatening to do something that creates:

- discrimination, detriment or damage to a person's reputation;
- harassment, intimidation or retaliation; or
- a demotion or dismissal<sup>6</sup>.

You should tell an Authorized Recipient listed in section 4 if you are concerned that you may be, are being, or have been victimised in any way. The Company will treat this very seriously.

Any person involved in victimising conduct may be subject to disciplinary action (including but not limited to termination of employment or engagement). In some circumstances, this may also be a criminal offence punishable by imprisonment. The Company may refer any person that has engaged in victimising conduct to law enforcement authorities for further investigation.

The Company will at all times be able to raise and address with a discloser matters that arise in the ordinary course of their employment or engagement with the Company (for example, any separate performance or misconduct concerns).

If a discloser believes or suspects that you have been subjected to detrimental treatment as a result of making a report, you may report this to any Authorized Recipient or to the Reporting Line in line with the process set out above.

## 8.3 Other protections available

The Company is committed to making sure that you do not suffer detriment because you Speak Up. The protections offered will be determined by the Company and will depend on things such as the Potential Misconduct and people involved.

Protections may include the following:

- monitoring and managing the behaviour of other employees;
- relocating employees (which may include the people alleged to have been involved in the Potential Misconduct) to a different division, group or office;
- offering you a leave of absence or flexible workplace arrangements while a matter is investigated;
- a discloser who is a current or former employee may request additional support from the Company (such as counselling or other support services); and/or

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<sup>6</sup> The Company or a Group Member will, however, at all times be able to raise and address with a discloser, matters that arise in the ordinary course of their employment or contractual relationship with the Company or a Group Member where relevant (for example, any separate misconduct or performance concerns), or take appropriate action to protect a discloser, and this will not amount to detrimental conduct.

- rectifying any detriment that you have suffered.

The Company will look for ways to support all people who Speak Up, but it will of course not be able to provide non-employees with the same type and level of support that it provides to employees. Where this Policy cannot be applied to non-employees (for example, because the Company cannot itself offer flexible workplace arrangements to a supplier) the Company will still seek to offer as much support as practicable.

## 9 Reporting and review

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The Audit, Governance and Risk Committee will receive a summary of disclosures made under this Policy on at least a **6-monthly** basis, including metrics on disclosures made.

Authorized Recipients must consider if a disclosure or information that arises in responding to a disclosure triggers processes in the Company's Disclosure Policy. If so, that information must be dealt with in accordance with the Disclosure Policy.

A review of this Policy and related procedures will occur every two years.

## 10 Further information

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The Company will seek to ensure that employees (including new employees) are informed about and understand this Policy. Key employees, including Authorized Recipients, will receive regular training, including in relation to how to respond to disclosures.

This Policy will be available on the Company's public website and on the Company's intranet. A hard copy of the Policy can be obtained by contacting the Chief Legal Officer & Secretary.

This Policy does not form part of an employee's terms of employment and may be amended from time to time.

## 11 Appendix 1 –The Whistleblower Protection Scheme in Australia

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Our Whistleblower Policy is designed to comply with the Australian *Corporations Act 2001* (Cth) and *Taxation Administration Act 1953* (Cth) (the **Australian Laws**), which provide for protection for certain individuals referred to in this Policy as 'Eligible Whistleblowers' who make a qualifying disclosure in Australia or regarding our Australian operations in accordance with this Appendix (**Whistleblower Protection Scheme**).

### **Who will be an “Eligible Whistleblower”?**

An individual is an Eligible Whistleblower if they are a current or former:

- employee of the Company and each Australian subsidiary;
- officers or associates of the Company and each Australian subsidiary;
- suppliers of goods or services (and their employees) to the Company and each Australian subsidiary;
- any relatives, dependents, or spouses (or that spouses dependents) of any individuals identified above.

### **Requirements of a Qualifying Disclosure**

A qualifying disclosure means a disclosure that meets each of the following criteria:

- the report relates to the Company or its Australian subsidiaries or our Australian operations or conduct occurring in Australia.
- the report is made by an Eligible Whistleblower.
- the report is made directly to an Eligible Recipient.
- the concern raised is a Disclosable Matter.

If the above criteria are met, legal protections will be available to the Eligible Disclosure even if:

- the report is made anonymously; or
- the report turns out to be incorrect.

### **Who will be an “Eligible Recipient”?**

An Eligible Recipient is

- An Authorized Recipient listed in Section 4 of this Policy.
- Another officer or senior manager of the Company or a Group Member
- an internal or external auditor of our Company, or a member of an audit team conducting an audit of our Company or a Group Member;
- an actuary of any Group Member.

In addition, Eligible Whistleblowers can also make qualifying disclosures to the Australian Securities and Investments Commission ('ASIC'), the Australian Prudential Regulation Authority ('APRA') or other Australian regulators or to legal practitioners for the purposes of obtaining legal advice in relation to the operation of the Whistleblower Protection Scheme. Similarly, if the concern relates to the Company's tax affairs, qualifying disclosures in respect of a Disclosable Matter in relation to the tax affairs of a Group Member may also be made to

- a registered tax agent or BAS agent (within the meaning of the Tax Agent Services Act 2009) of a Group Member;
- our Group Tax Manager (who is our Authorized Recipient to receive tax related qualifying disclosures);
- the Commissioner of Taxation.

### What are “Disclosable Matters”?

A Disclosable Matter includes any information concerning misconduct, or an improper state of affairs or circumstances, in relation to the Company. This includes (but is not limited to) information about conduct that:

- constitutes an offence against, or a contravention of, the Corporations Act or the *Australian Securities and Investments Commission Act 2001* (Cth);
- constitutes an offence against any other Australian Commonwealth law that is punishable by imprisonment for a period of 12 months or more; or
- represents a danger to the public or the financial system.

Examples of Disclosable Matters include a breach of any legal or regulatory requirement including, for example:

- fraud;
- negligent;
- breach of duty or trust;
- criminal offences;
- unfair or unethical dealing with a customer, supplier or agent of the Company;
- failure to comply with any obligation of the Company;
- corrupt conduct;
- human rights abuses;
- unethical conduct;
- failure to comply with a legal obligation;
- any deliberate concealment relating to the above.

Generally, reports that concern personal work-related grievances do not qualify for protection under the Whistleblower Protection Scheme. A report will concern a personal work-related grievance of the discloser if the information:

- concerns a grievance about any matter in relation to the discloser’s employment, or former employment, having or tending to have implications for the discloser personally; and
- does not have significant implications for the Company (or another entity) or relate to breaches of specific laws.

Examples of reports regarding personal work-related grievances that may not qualify for protection include:

- an interpersonal conflict between the discloser and another employee;
- a decision relating to the engagement, transfer or promotion of the discloser;
- a decision relating to the terms and conditions of engagement of the discloser; or
- a decision to suspend or terminate the engagement of the discloser, or otherwise discipline the discloser.

A personal work-related grievance may qualify for legal protection if it concerns alleged detriment caused to the discloser or any other person (or a threat of detriment) due to making (or being able to make) a qualifying disclosure.

Disclosures about personal-work related grievances that do not qualify for protection under the Whistleblower Protection Scheme will generally be dealt with under the Company’s grievance guidelines and procedures and not as Disclosable Matters.

Under the Whistleblower Protection Scheme the following protections are available to Eligible Disclosers who makes a qualifying disclosure:

1	Protection of Identity and Confidentiality	<p>It is illegal to disclose an Eligible Whistleblower's identity or any information likely to lead to their identification, except when:</p> <ul style="list-style-type: none"> <li>• the Eligible Whistleblower consents;</li> <li>• disclosure is made to ASIC, APRA or a member of the Australian Federal Police, or if the report relates to a tax matter, the Commissioner of Taxation;</li> <li>• disclosure is made to a lawyer in order to obtain legal advice or representation in relation to the operation of these protections; or</li> <li>• information likely to lead to the identification of the Eligible Whistleblower (but not the Eligible Whistleblower's identity) is disclosed because it is reasonably necessary for the purpose of investigating the matter, and all reasonable steps are taken to reduce the risk that the Eligible Whistleblower will be identified.</li> </ul>
2	Protection from Detriment	<p>It is illegal to engage in, or threaten to engage in, detrimental conduct because an Eligible Whistleblower (or any other person) has raised, may have raised, proposes to raise or could raise a concern.</p> <p>If an Eligible Whistleblower is subject to detrimental conduct, they may be entitled to compensation or another remedy. Compensation is also available for breach of a duty to prevent a third party engaging in retaliation.</p> <p>Detrimental conduct is discussed above at section 9.2.</p>
3	Immunity from Certain Types of Liability	<p>An Eligible Whistleblower may also be entitled to other legal protections in certain circumstances, including:</p> <ul style="list-style-type: none"> <li>• protection from civil, criminal or administrative legal action for making a report;</li> <li>• protection from contractual or other remedies being sought against them on the basis that they made a report;</li> <li>• the information they provide may not be admissible in evidence against them in legal proceedings; and (unless they have provided false information).</li> </ul>
4	Other Protections	<p>If an Eligible Whistleblower, or any other person, suffers loss, damage or injury as a result of making a qualifying disclosure and the Company has failed to take reasonable precautions and exercise due diligence to prevent that detriment, an Eligible Whistleblower can seek compensation and other legal remedies under the Australian Laws. These further protections are not administered by the Company. You should seek independent legal advice if you have any queries regarding the protections available to Eligible Whistleblowers under the Australian Laws.</p>

**Emergency and Public Interest Disclosures**

In certain circumstances, Eligible Whistleblowers may also be protected if they report a Disclosable Matter that they consider is in the 'public interest' (a 'Public Interest Disclosure') or that relates to a substantial or imminent danger to health, safety or the environment to a professional journalist or parliamentarian. The requirements that must be met in order to receive protection are set out in the table below.

	<b>Public Interest Disclosure</b>	<b>Emergency Disclosure</b>
1	A previous report has been made to ASIC or APRA	
2	90 days has passed since making the report	(No waiting period)
3	The Eligible Whistleblower has reasonable grounds to believe that making a further disclosure would be in the public interest	The Eligible Whistleblower has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment.
4	The Eligible Whistleblower has provided written notification to ASIC/APRA that they intend to make a Public Interest or Emergency Disclosure and they provide enough information to identify the previous disclosure	
5	The Eligible Whistleblower makes a disclosure to a member of Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist	
6	The information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances	The information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger

The consequences of an Eligible Whistleblower making a non-protected external disclosure can be significant and detrimental to the Group and/or the Eligible Whistleblower. We recommend that individuals seek independent legal advice before making a Public Interest Disclosure or Emergency Disclosure.