

Whistleblower Protection Policy

Policy

POL-GE-C.000-0018

June 2024



Table of Contents

1	Policy Statement	2
2	Our Commitment	2
3	Responsibilities	2
4	Policy Scope	2
4.1	Who is covered by this Policy	2
4.2	Conduct covered by this Policy	3
4.2.1	What is Disclosable Conduct	3
4.3	Conduct not covered by this Policy	4
5	Reporting and Investigating Improper Conduct	4
5.1	To whom can a report of Improper Conduct be made?	4
5.2	Report to the Authorised Officer	5
5.2.1	How to submit a report	5
5.2.2	How Your Call works	5
5.2.3	How to use Your Call if the Disclosing Person has a speech or hearing impairment	6
5.3	Public interest and emergency disclosures to a journalist or Member of Parliament	6
5.4	Investigation	7
5.5	Treatment of Disclosing Persons who are the subject of a Whistleblower report:	7
5.6	Outcome	7
6	Protecting Confidentiality and Privacy	8
6.1	Confidentiality	8
6.2	Protecting the Disclosing Person	9
6.3	Fair treatment of individuals mentioned in a disclosure	9
7	General Reporting on Whistleblower Activity	10
8	Training	10
9	Welfare of Disclosing Persons	10
10	Consequences of non-compliance	10
11	Review of this Policy	11
12	Who to contact	11
	Schedule 1 - Glossary	12
	Schedule 2 - Authorised Officers	13



1 Policy Statement

The purpose of this Policy is to promote the responsible disclosure of wrongdoing, to help deter wrongdoing, to ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported, and to provide transparency around the entity's framework for receiving, handling, and investigating disclosures.

2 Our Commitment

This Whistleblower Protection Policy (Policy) has been adopted by the Board to ensure concerns regarding wrongdoing or misconduct, including breaches of the Company's Code of Conduct, can be raised on a confidential basis, without fear of reprisal, dismissal, or discriminatory treatment. The Company is committed to creating and maintaining a culture of corporate compliance and ethical behaviour in which employees are responsible and accountable and behave with honesty and integrity as reflected in the Company's values.

3 Responsibilities

Below are the key roles within Liontown that have responsibilities related to the policy. It outlines the specific duties and obligations of each role to ensure compliance with the policy.

Roles	Responsibilities
Board of Directors	<ul style="list-style-type: none"> • Approving updates to the policy and management plans
Company Secretary	<ul style="list-style-type: none"> • Owner of this policy and is responsible for reviewing, oversight and monitoring the policy • Contact point where employees can seek accurate and confidential advice or information without making a disclosure • Investigating disclosures • Protecting disclosers and ensuring the integrity of the reporting mechanisms
Executive Management	<ul style="list-style-type: none"> • Raising matters and abiding by the laws referenced within this policy • Lead by example and set a clear tone about the types of conduct that are unacceptable • Contact point where employees can see accurate and confidential advice or information without making a disclosure
Your Call	<ul style="list-style-type: none"> • Contact point where employees can see accurate and confidential advice or information without making a disclosure • The independent whistleblowing service provider that the entity has authorised to directly receive disclosures
Liontown Employees	<ul style="list-style-type: none"> • Raising matters and abiding by the laws referenced within this policy

4 Policy Scope

4.1 Who is covered by this Policy

This Policy applies to reports of Improper Conduct which are made by individuals who are, or have been, any of the following:

- a director, officer or employee of the Company;
- a contractor or supplier of the Company;
- an employee of a contractor or supplier of the Company;



- d. an individual who is an associate of the Company, for example, a director of a related company of the Company; and
- e. a relative, dependent or spouse (or that spouse's dependents) of an individual referred to at (a) to (d) above.

In this Policy, each person in the categories listed above is referred to as a "Company Person". A Company Person making a report of Improper Conduct under this Policy is referred to as a "Disclosing Person".

This Policy is available to Company Persons from www.ltresources.com.au and can also be obtained from an Authorised Officer.

4.2 Conduct covered by this Policy

Company Persons are encouraged to report any Improper Conduct (whether actual or potential). The law gives certain protections to a Disclosing Person who reports Improper Conduct, whether made directly or anonymously.

For the Disclosing Person to receive the protection as a whistleblower under the law, the following three criteria need to be satisfied. The disclosure must be:

- a. made by an eligible whistleblower, including Company Persons;
- b. to an eligible recipient or certain other parties; and
- c. about disclosable conduct based on reasonable grounds.

4.2.1 What is Disclosable Conduct

The following types of conduct may be considered "disclosable conduct":

- a. misconduct or an improper state of affairs or circumstances in relation to any entity within the Company; or
- b. conduct which indicates that the Company or any of its Company Persons has engaged in conduct that:
 - i. breaches the Corporations Act;
 - ii. breaches other financial sector laws enforced by ASIC or APRA;
 - iii. constitutes an offence against other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more; or
 - iv. represents danger to the public or the financial system.

Examples of what may be disclosed include a breach of any legal or regulatory requirement, the Company Code of Conduct, or any other Company policy, including, inter alia:

- i. fraud, dishonesty, or corruption;
- ii. negligence;
- iii. criminal offences;
- iv. financial loss to the Company, reputational damage or conduct otherwise detrimental to the Company's interests;
- v. potential misconduct or an improper state of affairs or circumstances in relation to the Company's tax affairs;



- vi. failure to comply with legal obligations of the Company as a company listed on the ASX; and
- vii. unethical or corrupt conduct.

Legal protections apply in favour of a Disclosing Person even if the allegations he or she makes are wrong, provided that the Disclosing Person had Reasonable Grounds for making the report and the report is made to a person specified in Section 5.

Disclosures that are not about “disclosable conduct” do not qualify for protection under the Corporations Act.

4.3 Conduct not covered by this Policy

Generally, disclosures relating to personal work-related grievances do not qualify for protection under the Corporations Act.

Examples of “personal work-related grievance” include:

- a. an interpersonal conflict between the discloser and another Company Person;
- b. a decision that does not involve a breach of workplace laws;
- c. a decision about the engagement, transfer, or promotion of the discloser;
- d. a decision about the terms and conditions of engagement of the discloser; or
- e. a decision to suspend or terminate the engagement of the discloser, or otherwise to discipline the discloser.

However, a personal work-related grievance may still qualify for protection if:

- a. it includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance (mixed report);
- b. the entity has breached employment or other laws punishable by imprisonment for a period of 12 months or more, engaged in conduct that represents a danger to the public, or the disclosure relates to information that suggests misconduct beyond the discloser’s personal circumstances;
- c. the discloser suffers from or is threatened with detriment for making a disclosure; or
- d. the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

5 Reporting and Investigating Improper Conduct

5.1 To whom can a report of Improper Conduct be made?

The law gives certain protections to a Disclosing Person who reports disclosable conduct on reasonable grounds to:

- a. ASIC;
- b. APRA;
- c. the ATO (for Improper Conduct relating to tax matters);
- d. a Commonwealth authority specified in regulations (at present no authority has been specified); or
- e. an eligible recipient as listed below.



An “eligible recipient” is:

- a. any person authorised by the Company to receive disclosures of disclosable conduct that may qualify for protection. The Company authorises the nominated “authorised officers” listed in Schedule 2;
- b. an external auditor or actuary of the Company; and
- c. a senior manager or officer of the Company.

Disclosures to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblower provisions in the Corporations Act are protected.

5.2 Report to the Authorised Officer

The Company encourages Disclosing Persons to report Improper Conduct to an Authorised Officer by using the whistleblowing service, Your Call.

Your Call is an external provider that provides confidential reporting of Whistleblower concerns related to this policy. Reporting to Your Call also enables the report to be made anonymously if chosen to do so.

5.2.1 How to submit a report

Whistleblower reports to Your Call can be made:

- a. Online: <https://www.yourcall.com.au/liontown>;
- b. By phone using Your Call’s external reporting hotline: 1300 790 228 (9am to midnight AEST on business days);

5.2.2 How Your Call works

Your Call uses an online message board which the Disclosing Person will have access to after making the report. The message board allows the Disclosing Person to:

- a. communicate with Your Call and with the Company with or without revealing their identity;
- b. securely upload any relevant documentation and/or material that the Disclosing Person wishes to provide;
- c. receive updates; and
- d. request support or report detrimental acts.

The Authorised Officers will receive a copy of the report. If the report relates to an Authorised Officer, Your Call will exclude that person from all communications when they provide information about the report to us.

5.2.3 How to use Your Call if the Disclosing Person has a speech or hearing impairment

- a. Deaf or hearing-impaired individuals can contact Your Call online. If the Disclosing Person would like to contact Your Call by phone, this can be completed through the National Relay Service. The preferred contact method using the National Relay Services can be chosen at <https://www.relayservice.gov.au> and request Your Call’s hotline 1300 790 228.
- b. If the Disclosing Person has difficulty speaking or understanding English, contact can be made through the Translating and Interpreting Service at <https://www.tisnational.gov.au/> or by calling 131 450 and ask for Your Call on 1300 790 228.



5.3 Public interest and emergency disclosures to a journalist or Member of Parliament

Protections for public interest and emergency disclosures only apply if a Disclosing Person has first made a report of Improper Conduct to a Commonwealth agency and does not apply if a report has only been made to an eligible recipient.

a. Public Interest disclosures. If:

- i. a Disclosing Person has made a report of Improper Conduct to one of the Commonwealth agencies specified in Section 5.1; and
- ii. at least 90 days have passed since making the report; and
- iii. the Disclosing Person does not have reasonable grounds to believe that action is being taken on the report and reasonably believes that further disclosure is in the public interest; and
- iv. has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure,

then the Disclosing Person may make a report of the Improper Conduct to a journalist or Federal or State Member of Parliament. In this case, this further report will have the legal protections referred to in Section 6 of this Policy, provided it is limited to the information necessary to inform the recipient of the Improper Conduct.

b. Emergency disclosures

A Disclosing Person will also have the legal protections referred to in Section 6 of this Policy if the person:

- i. has made a report of Improper Conduct to a specified Commonwealth agency;
- ii. has reasonable grounds to believe that the Improper Conduct concerns a substantial and imminent danger to any person's health or safety or to the natural environment;
- iii. has given prior written notice to the relevant Commonwealth agency of his or her intention to make further disclosure; and
- iv. makes a report to a journalist or Member of Parliament that is limited to the information necessary to inform the recipient of the substantial or imminent danger.

5.4 Investigation

Upon receiving a complaint, the Authorised Person will assess the disclosure and determine whether an investigation is necessary. If necessary, the Authorised Person will determine who will investigate the matter. They cannot appoint anyone implicated directly or indirectly in the complaint.

The investigation must be conducted:

- a. as soon as possible after the initial complaint is reported;
- b. through the best endeavours of the Authorised Person, in a timely, thorough, confidential, objective and fair manner; and
- c. as is reasonable and appropriate having regard to the nature of the Improper Conduct and all of the circumstances.

The investigation processes will vary depending on the precise nature of the conduct being investigated. An investigation will generally involve making enquiries and collecting evidence for the purpose of assessing whether the Improper Conduct report can be substantiated.



5.5 Treatment of Disclosing Persons who are the subject of a Whistleblower report:

The Company will take all reasonable steps to ensure that any Disclosing Person who is the subject of a Protected Report is afforded fair treatment and an impartial investigation in accordance with this policy. Generally, when an investigation is conducted, Company Persons who are the subject of a Protected Report may be, within the constraints of confidentiality:

- a. told about the substance of the allegations;
- b. given a fair and reasonable opportunity to respond to the allegations before the investigation is finalised; and
- c. informed about the findings of the investigation and given an opportunity to respond to those conclusions before any action is taken against them (subject to legal, privacy and confidentiality requirements).

Before providing any information to a Company Person who is the subject of a Protected Report, the Company will:

- a. make sure the information does not include the Disclosing Persons identity;
- b. make sure that all reasonable steps have been taken to reduce the risk that the Disclosing Person will be identified from the information; and
- c. only provide information that is reasonably necessary for investigating the issues raised in the Protected Report.

An internal report on the outcome of the investigation, including any recommended actions, will be prepared by the Authorised Person.

5.6 Outcome

The outcome of the investigation may result in disciplinary action including but not limited to dismissal. Serious criminal matters will be reported to the police or the appropriate regulatory authorities.

The Authorised Officer cannot be subject to legal liability for the report they produce

6 Protecting Confidentiality and Privacy

6.1 Confidentiality

Improper Conduct reports, whether made in the Disclosing Person's name or anonymously, will be kept confidential and details of the report, or the Disclosing Person, will only be released to those necessarily involved in the investigation, unless the Disclosing Person consents or the Company is obliged or allowed by law to disclose, such as disclosures to ASIC, the Australian Federal Police, or a legal practitioner for the purpose of obtaining advice about the application of the Disclosing Person's protections.

The following actions are prohibited:

- a. identify the Disclosing Person who has made a report of Improper Conduct; or
- b. disclose information that is likely to lead to identification of the Disclosing Persons identity.

Any violation of this section will be considered a disciplinary matter. However, a person who is dealing with a report of Improper Conduct may disclose information that is reasonably necessary for the purposes of investigating the report, provided that the information does not include the Disclosing



Persons identity. If this happens, reasonable steps will be taken to reduce the risk that the Disclosing Person will be identified as a result of the report (for example by removing personal information or other details).

Circumstances in which the identity of the Disclosing Person could be identified may be where:

- a. the Disclosing Person has previously mentioned to other people that they are considering making a disclosure;
- b. the disclosure is one of a very small number of people with access to the information; or
- c. the disclosure relates to information that a discloser has previously been told privately and in confidence.

A Whistleblower must keep all information relating to any allegation confidential at all times, both during any investigation process and following any resolution of an allegation.

To maintain the confidentiality of a Whistleblower's identity, the Company will:

- a. ensure personal information or references to the Whistleblower's identity is redacted in all investigation and reporting documents;
- b. refer to the Whistleblower in gender-neutral terms;
- c. where possible, contact the Whistleblower to help identify certain aspects of their disclosure that could inadvertently identify them;
- d. ensure that the information a Whistleblower provides and all materials relevant to a Protected Report are held securely with access limited only to the individuals necessary to investigate the Protected Report, and to support and protect the Whistleblower; and
- e. take reasonable steps to ensure its personnel understand the requirements of this policy

6.2 Protecting the Disclosing Person

The Company is committed to protecting and respecting the rights of any Disclosing Person who reports Improper Conduct in accordance with this Policy and to those individuals named in any report of Improper Conduct under this Policy.

The Company will not tolerate any reprisals against any person suspected of making a report of Improper Conduct, or against that person's colleagues, employer (if a contractor), relatives or any other person where the reason for the detrimental conduct relates to the suspicion that a Disclosing Person has made a report of Improper Conduct.

Any such retaliatory action may be an offence and will be treated as serious misconduct and will be dealt with in accordance with the Company's disciplinary procedures.

In addition to the above, under Australian law, a Disclosing Person who has reasonable grounds for suspecting that Improper Conduct has taken place, and who reports the matter to an appropriate person or agency as referred to in Section 5, may be entitled to additional legal protections in certain circumstances, including:

- a. they may be protected from civil, criminal or administrative legal action for making the report;
- b. no contractual or other right may be exercised against the Disclosing Person for making the report;
- c. the information they provide may not be admissible in evidence against them in legal proceedings (unless they have provided false information); and



- d. anyone who causes or threatens to cause detriment to a Disclosing Person in the belief or suspicion that a report has been made, or may have been made, proposes to or could be made, may be guilty of an offence and may be liable to pay damages to the Disclosing Person for any loss suffered by him or her as a result.

The legal protections do not grant immunity for any misconduct a Disclosing Person has engaged in that is revealed in their disclosure.

A Disclosing Person can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the Company failed to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. Disclosing Persons are encouraged to seek independent legal advice.

6.3 Fair treatment of individuals mentioned in a disclosure

The Company will implement the following measures to ensure fair treatment of individuals mentioned in a disclosure, including those who are the subject of a disclosure (where applicable):

- a. disclosures will be handled confidentially when it is practical and appropriate in the circumstances;
- b. each disclosure will be assessed and may be the subject of an investigation;
- c. the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- d. when an investigation needs to be undertaken, the process will be objective, fair, and independent;
- e. a Company Person who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and
- f. a Company Person who is the subject of a disclosure may contact the Company's Employee Assistance Program (EAP), BSS Psychology via the following methods:
 - i. By phone: 1800 30 30 90 (AUS), 0800 820 035 (NZ), +61 8 9211 3700 (Outside AUS);
 - ii. Request an appointment online by visiting <https://bsspsych.com.au/request-an-appointment>; or
 - iii. Downloading the BSS Psychology App by visiting <https://bsspsych.com.au/employee-assistance-app>

7 General Reporting on Whistleblower Activity

The Company Secretary will prepare reports which contain a general summary of the number and type of incidents identified or complaints received through the Company's internal reporting processes, together with a description of the nature and results of any investigation conducted as a result of a reported incident or complaint.

These reports will be provided on a de-identified/no-names basis:

- a. to the Board at the end of any month where a report has been received by the Authorised Officer from the Disclosing Person (or at a frequency to be determined by Board from time to time); and
- b. to the Sustainability and Risk Committee.



8 Training

The Company's expectation in relation to the reporting of improper conduct are outlined as part of the employee induction program and as part of any ongoing training and awareness programs.

The Company will also provide training to the Authorised Persons to ensure they follow this Policy in responding to Complaints.

9 Welfare of Disclosing Persons

The Authorised Persons will take reasonable steps to maintain processes to monitor the welfare of Company Persons who have made disclosures under this Policy to ensure the effectiveness of the protections under the Policy.

10 Consequences of non-compliance

A breach of this Policy may result in prison time, significant fines under the Corporations Act and disciplinary action.

The Board is to be informed of any material incidents reported under this Policy.

11 Review of this Policy

The Company Secretary will use the reports provided under this Policy to monitor and review regularly; the effectiveness of the whistleblower protection program described in this Policy.

The Board is responsible for reviewing this Policy at least every two years to determine its appropriateness to the needs of the Company.

This Policy may be amended by resolution of the Board.

12 Who to contact

Any questions relating to the interpretation of this Policy, or to obtain additional information before making a disclosure, should be forwarded to the Company Secretary by phone at +61 8 6186 4600 or email (company.secretary@ltresources.com.au). Alternatively, anonymous requests for information may be obtained by contacting Your Call via the methods listed within Section 5.2.1 of this Policy.

For and on behalf of the Board of Directors



Clint McGhie

Company Secretary



Schedule 1 - Glossary

ASX means ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).

Authorised Officer means a person listed in Schedule 2 or any other person appointed by the Board from time to time.

Board means the Company's board of directors.

Company Secretary means the person appointed as the company secretary of the Company from time to time.

Director means the persons appointed as directors of the Company from time to time.

Company means Liontown Resources Limited ACN 118 153 825.

Company Person means any of the persons listed in Section 4.1.

Corporations Act means the Corporations Act 2001 (Cth).

Disclosing Person means a Company Person making a report of Improper Conduct under this Policy.

Group means the Company and each entity it controls.

Improper Conduct means conduct that is illegal, unacceptable, or undesirable, or the concealment of such conduct. It includes, but is not limited to, conduct that:

- a. is against the law or is a failure by the Company to comply with any legal obligation;
- b. is dishonest, fraudulent, or corrupt;
- c. is potentially damaging to the Company, an Employee or a third party, including unsafe work practices, environmental damage, health risks or substantial wasting of corporate resources;
- d. is misleading or deceptive conduct of any kind, including questionable accounting or financial reporting practices;
- e. involves bullying, harassment, or discrimination; or
- f. is unethical or breaches the Company's policies, protocols, or codes of conduct.

Policy means this document or any amending or replacement document.

Reasonable Grounds means that a reasonable person in the position of the Disclosing Person would also suspect the information indicates Improper Conduct.



Schedule 2 - Authorised Officers

Position	Policy Role
Company Secretary	Authorised Officer
General Manager Corporate Services	Escalation Point



Electronic Approval Record

Version No.	Owner	Reviewer	Approver	Approver Role	Status / Issue Reason	Issue Date	Next Approval Date
1	Finance (Company Secretary)	NA	Board of Directors	Board of Directors	Published	June 2024	June 2026





Liontown Resources Limited

Level 2, 32 Ord Street
West Perth, 6005
Western Australia
PO Box 284 West Perth WA 6872

t +61 8 6186 4600
e info@ltresources.com.au
www.ltresources.com.au

ASX-LTR
ABN 39 118 153 825