

WHISTLEBLOWER POLICY

1 Purpose

Horizon Oil Limited and its related bodies corporate (Horizon) are committed to maintaining a high standard of integrity and conducting business in an ethical and transparent way using our values to underpin the way we work.

We want our employees, contractors and other third parties who are aware of possible wrongdoing to have the confidence to speak up.

The purpose of this Whistleblower Policy (Policy) is to:

- encourage more disclosures of wrongdoing;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported; and
- provide transparency around Horizon's framework for receiving, handling and investigating disclosures.

2 Who is covered by this Policy?

This Policy applies to Horizon's officers, employees (current and former), suppliers of services and goods including contractors and consultants, and associates, as well as their relatives and dependents.

3 What is a Disclosable Matter?

Horizon encourages reporting of all Disclosable Matters. Individuals reporting Disclosable Matters qualify for protection under the Corporations Act (or the Tax Administration Act, where relevant).

Disclosable Matters involve information that you have reasonable grounds to suspect concerns misconduct, or the improper state of affairs or circumstances, in relation to Horizon. Disclosable Matters include conduct that may not involve a breach of law. Examples of Disclosable Matters are:

- a significant risk to public safety;
- failure to comply with a legal, or regulatory obligation;
- criminal activity;
- bribery;
- corruption;
- financial fraud or mismanagement;
- tax evasion; or
- any other serious misconduct.

Disclosures that relate solely to personal work-related grievances do not qualify for protection. Examples of personal work-related grievances are an interpersonal conflict between you and another employee, a decision that does not involve a breach of workplace laws or a decision to suspend or terminate your engagement or otherwise to discipline you.

Personal work-related grievances that may still qualify for protection are mixed disclosures that relate to personal work-related grievances and other misconduct, breaches of employment or other laws punishable by imprisonment of 12 months or more, where you suffer or are threatened with detriment for making a disclosure or for seeking legal advice or representation about the whistleblower protections.

4 Public interest and emergency disclosures

Disclosures may be made to a journalist or parliamentarian under certain circumstances and qualify for protection. The circumstances for public interest disclosure and emergency disclosure' are set out in the **Schedule**. You should contact an independent legal adviser before making a public interest disclosure or emergency disclosure.

5 How to report a Disclosable Matter?

Horizon encourages individuals covered by this Policy to make reports of Disclosable Matters using Horizon's independently operated whistleblower service. You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

Details for the whistleblower service can be accessed here:

Service name:	Deloitte Whistleblower Service
Phone:	1800 173 918
Email:	whistleblower@deloitte.com.au
Website:	australia.deloitte-halo.com/HorizonOil/
Fax:	+61 3 9691 8182
Post:	Horizon Oil Reply Paid 12528 A'Beckett Street Melbourne Victoria 8006

If you require additional information before formally making a disclosure, you can also contact the whistleblower service or speak to an independent legal adviser.

Nothing in this Policy restricts you from reporting any Disclosable Matter directly to a regulator (such as ASIC or the ATO) or any other Commonwealth body prescribed by regulation or a legal practitioner for the purposes of advice on the whistleblower provisions.

6 Protections and confidentiality for the Whistleblower

Individuals covered by this Policy [see section 2] that report a Disclosable Matter [see section 3] using Horizon's whistleblower service, to a regulator [such as ASIC or ATO or another Commonwealth body prescribed by the regulations], to a legal practitioner for the purpose of obtaining legal advice about the whistleblower provisions [see section 5] or who make a public interest or emergency disclosure [see section 4] qualify for protection as a whistleblower under the Corporations Act [or Tax Administration Act, where relevant]. You can still qualify for protection even if your disclosure turns out to be incorrect.

Protections for whistleblowers include:

[a] Identity protection [confidentiality]

If you report a Disclosable Matter, it is illegal for a person to identify you or disclose information that is likely to lead to your identification unless:

- your identity is disclosed to ASIC or the Australian Federal Police, a legal practitioner for the purposes of obtaining advice about the whistleblower provisions, a person prescribed by regulation or with your consent; or
- the information disclosed does not include your identity, reasonable steps have been taken to reduce the risk that you will be identified from the information and disclosure of the information is reasonably necessary for investigating the issues raised in the disclosure.

Horizon will take measures to protect your identity by ensuring that reports provided by through its independent whistleblower service are de-identified.

If you believe there has been a breach of your confidentiality, you can lodge a complaint through the whistleblower service or directly with the regulator (such as ASIC or ATO) for investigation.

[b] Protection from detrimental acts or omissions

If you report a Disclosable Matter, you are protected from detrimental conduct. Examples of detrimental acts or omissions in relation to disclosure include dismissal of an employee, alteration of an employee's position or duties to his or her disadvantage or damage to a person's reputation.

Horizon will take measures to protect you from detriment by protecting your identity, assessing the risk of detriment as soon as possible after receiving disclosure and implementing appropriate mitigations or controls and handling any investigation confidentiality.

Detrimental conduct does not include, however, administrative action that is reasonable for protecting you from detriment (such as, moving your work location) or managing you for unsatisfactory work performance.

If you believe you have suffered detriment as a result of disclosure, you can lodge a complaint through the whistleblower service or directly with the regulator (such as ASIC or ATO) for investigation or you may seek independent legal advice.

[c] Compensation and other remedies

If you report a Disclosable Matter, you can seek compensation and other remedies through the courts if you suffer loss, injury or detrimental conduct as a result of the disclosure. You should seek independent legal advice.

[d] Civil, criminal and administrative liability protections

If you report a Disclosable Matter, you are protected from civil liability, criminal liability and administrative liability. The protections do not however grant immunity for any misconduct you have engaged in that is revealed in your disclosure. You should seek independent legal advice.

7 Investigation process and fairness for individuals mentioned in disclosure

Investigation processes will vary depending on the nature of the disclosure being investigated.

The objective of any investigation is to determine whether there is enough evidence to substantiate or refute the matters reported. Horizon will need to assess each disclosure to determine whether it qualifies for protection, the nature and scope of the investigation, and the timeframe of the investigation.

Generally, the Company Secretary with oversight from the Audit Committee will manage, or appoint a person to manage, the investigation of the disclosure. Investigations may be undertaken jointly with an external investigation firm and other technical specialists, as required.

Horizon will seek to follow best practice - investigations are to be objective, fair and independent, while preserving confidentiality. Investigations will be conducted independently of you and the individuals subject of the disclosure. Fair treatment of individuals mentioned in disclosure, may include, as appropriate, advising the individual of the subject matter of the disclosure, as and when required by the principles of natural justice and procedural fairness.

The investigation process may be limited by the anonymity of the disclosure. As a result, Horizon may seek your consent to limited disclosure or conduct a broad review of the subject matter or the work area disclosed.

Subject to the anonymity of disclosure, confidentiality considerations for individuals subject of the disclosure and normal confidentiality requirements, the person appointed to investigate the disclosure will endeavour to provide regular updates to you. Depending on the nature of disclosure and the investigation findings, the person appointed to investigate the disclosure will make a report to the Audit Committee. There may be circumstances where it may not be appropriate to provide details of the outcome to you.

8 False reporting

A false report of a Disclosable Matter could have a significant impact on the reputation of Horizon and the reputation of other employees and could cause considerable waste of time and effort. When raising your concerns regarding a Disclosable Matter you must have reasonable grounds for suspecting that the Disclosable Matter is true. Any deliberately false reporting of a Disclosable Matter, whether under this Policy or otherwise, will be treated as a serious disciplinary matter.

9 Availability of this policy

A copy of this Policy will be made available on the Horizon website. Our officers and employees will be made aware of this Policy and the mechanisms for reporting of Disclosable Matters through induction and ongoing training programs.

10 Review of policy

This Policy will be reviewed at appropriate intervals or when there are regulatory changes.

Schedule – Public interest disclosures and emergency disclosures

Public interest disclosure

A 'public interest disclosure' is the disclosure of information to a journalist or parliamentarian, where:

- a) at least 90 days have passed since you made the disclosure to ASIC, ATO or another Commonwealth body prescribed by regulation;
- b) you do not have reasonable grounds to believe that action is being, or has been taken, in relation to your disclosure;
- c) you have reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
- d) before making the public interest disclosure, you have given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that you intend to make the public interest disclosure.

Emergency disclosure

An 'emergency disclosure' is the disclosure of information to a journalist or parliamentarian, where:

- a) you have previously made a disclosure of information to ASIC, ATO or another Commonwealth body prescribed by regulation;
- b) you have 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;
- c) before making the emergency disclosure, you have given written notice to the body to which the previous disclosure was made that:
 - (i) includes sufficient information to identify the previous disclosure; and
 - (ii) states that you intend to make the public interest disclosure; and
- d) the extent of information disclosed in the emergency disclosure is no greater than is necessary to inform the journalist or parliamentarian of the substantial and imminent danger.