


POLICY	
Title: Whistleblower Policy	Document ID: CP080

1.0 POLICY STATEMENT


- 1.1** Cannasouth Limited and its Subsidiaries (Cannasouth, Cannasouth Group, We, Us, NZX:CBD) are committed to conducting its activities with integrity and in a legal and ethical manner. We seek to adhere to the principles and practices set out in the Protected Disclosures Act 2000.

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2.0 PURPOSE

- 2.1** This policy encourages people to speak out if they become aware of Reportable Conduct. It also sets out the process for making a report and provides protections and measures so that

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those persons who speak out may do so confidentially and without fear of intimidation, disadvantage or reprisal.

3.0 SCOPE


- 3.1** This policy applies to all directors, employees (full time, part time, casual), individual contractors and consultants (*Personnel*) of the Company, as well as anyone with information about Reportable Conduct, including all former Personnel, suppliers, contractors and consultants.

4.0 ROLES AND RESPONSIBILITIES

ROLES	RESPONSIBILITIES
Board	Responsible for approving this policy
Senior Management	Responsible for ensuring this policy is fit for purpose and updating when required.
Personnel	Responsible for adhering to this policy

5.0 DEFINITIONS AND ABBREVIATIONS

TERM/ABBREVIATION	DEFINITION
Personnel	All directors, employees (full time, part time, casual), individual contractors and consultants of the Company
Whistleblowing	Voluntary disclosing of individual or organisational malpractice by a person who has or had privileged access to data, events, or information about an actual, suspected or anticipated serious wrongdoing within or by an organisation that is within its ability to control
Discloser	Any Personnel of Cannasouth Group as well as anyone with information about Reportable Conduct, including all former Personnel, suppliers, contractors and consultants. who whether anonymously or not makes or attempts to make a disclosure.

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5.1 WHAT IS SPEAKING OUT?

- 5.2** Anyone with information about Reportable Conduct is encouraged to report that information to a Protected Disclosure Officer.

6.0 WHAT IS REPORTABLE CONDUCT?

- 6.1** Reportable Conduct is any suspected or actual misconduct or improper state of affairs or circumstances in relation to the Company or any Personnel of the Company. You should speak out even when you are unsure if something is Reportable Conduct.

- 6.2** Reportable Conduct may include a breach of policy, Board decisions or the law, or information that indicates a danger to the public or Cannasouth Group's business or reputation. Examples include:


- 6.2.1** dishonesty or unethical behaviour
- 6.2.2** fraud or corruption, including bribery
- 6.2.3** criminal activity
- 6.2.4** violence, victimisation, harassment or intimidation
- 6.2.5** oppression, unlawfully discrimination or gross negligence
- 6.2.6** breach of Cannasouth Group's Code of Conduct or other policies
- 6.2.7** breach of Cannasouth Group's Board decisions or corporate objectives
- 6.2.8** breaches of law or regulations
- 6.2.9** unauthorised use of the Company's confidential information
- 6.2.10** conflicts of interest
- 6.2.11** unsafe work practices, environmental damage or health risks
- 6.2.12** conduct likely to cause financial loss to Cannasouth Group or damage its reputation.

- 6.3** Reportable Conduct does not generally include personal work-related grievances.

- 6.4** Work-related grievances are grievances relating to your employment that have implications for you personally (such as a disagreement between you and another employee or a decision about your promotion). Generally, these grievances should be raised under the relevant company policy or dispute resolution process, to allow those issues to be resolved effectively. Please refer to the Internal Complaints Procedure on CannaNET (Cannasouth's Intranet) in the first instance.

7.0 WHO CAN SPEAK OUT?

- 7.1** Any Personnel or other person with information about Reportable Conduct is encouraged to report it under this policy. This includes all current and past employees, officers, suppliers, contractors and consultants.

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- 7.2** It is expected and required that current Personnel of Cannasouth Group who become aware of actual, or suspect potential cases of, Reportable Conduct will make a report under this policy or under other applicable policies.

8.0 WHO CAN I SPEAK OUT TO?

- 8.1** Cannasouth Group has appointed Protected Disclosure Officers named below that you are encouraged to speak out to under this policy. You can make your report by email, telephone or in person.

- 8.2** Protected Disclosure Officers:

Anthony Ho, Chairman

Phone: +61 417 345 839

Email: tony.ho@cannasouth.co.nz

Christine Pears, Director


Phone: +61 409 441 693

Email: christine.pears@canansouth.co.nz

- 8.3** Reports may also be posted or delivered to the Company's registered office Level 2, CRV Building, Waikato Innovation Park, 2 Melody Lane, Hamilton East, Hamilton 3216 (marked "Confidential" and to the attention of one of the Protected Disclosure Officers).
- 8.4** While it is Cannasouth Groups' preference that you raise reports with the Protected Disclosure Officers, you may also raise the matter with an "officer" or "senior manager" of the Company. This includes all directors or a senior manager in the Company who makes, or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company, or who has the capacity to affect significantly the Company's financial standing.
- 8.5** You are encouraged to make any report about Reportable Conduct directly with Cannasouth Group rather than approaching regulatory agencies directly, to enable timely and appropriate action to be taken. This policy is not intended to prevent a Discloser making a protected disclosure to Cannasouth Groups external auditor or its actuary or to the relevant regulators in accordance with any relevant law, regulation or other requirement.

9.0 WHAT INFORMATION SHOULD I PROVIDE?

- 9.1** You should provide as much factual corroborating evidence as possible, to assist the Cannasouth Group in investigating the matter. For example, a report should include:
- 9.1.1** A statement describing the Reportable Conduct;
 - 9.1.2** Name of the person(s) involved, including the position(s) held;
 - 9.1.3** Dates, times and locations;

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9.1.4 Details of any relevant transactions;

9.1.5 Copies of any relevant documents;

9.1.6 Names of possible witnesses; and

9.1.7 Steps already taken to report or address the matter (if any).

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

10.0 CAN I MAKE AN ANONYMOUS REPORT?

10.1 Cannasouth Group encourages the reporting of Reportable Conduct, however we appreciate that speaking out can be difficult.

10.2 You can make an anonymous report if you do not want to reveal your identity. However, we encourage you to provide your name because it will make it easier to investigate and address your report.

10.3 If you do not provide your name, any investigation will be conducted as best as possible in the circumstances. However, an investigation may not be possible unless sufficient information is provided, and it may make it difficult to offer you the same level of practical support if we do not know your identity.


10.4 If you do provide your name, it will only be disclosed if you provide your consent, or in exceptional circumstances where the disclosure is allowed or required by law (e.g. in dealings with a regulator). If you have concerns about this, you can discuss this with the Protected Disclosure Officer or other recipient of your report.

11.0 HOW WILL THE COMPANY RESPOND TO A REPORT?

11.1 All reports made under this policy will be received and treated sensitively and seriously, and will be dealt with promptly, fairly and objectively.

11.2 Cannasouth Group's response to a report will vary depending on the nature of the report and the amount of information provided. Your report may be addressed and resolved informally (such as assisting employees to change their behaviour) or through formal investigation.

11.3 Should a report not be able to be resolved informally or Cannasouth Group otherwise determines an investigation is required, Cannasouth Group will commence and conduct investigations in a timely manner. An investigation will be fair and independent from any persons to whom the report relates. All Personnel must cooperate fully with any investigation.

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11.4 When appropriate, a person being investigated will be provided with details of the report that involves them (to the extent permitted by law) and be given an opportunity to respond. Where appropriate, Cannasouth Group will provide feedback to you regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

11.5 Where a report is submitted anonymously, Cannasouth Group will conduct the investigation and its enquiries based on the information provided to it.

12.0 WHAT PROTECTION EXISTS FOR DISCLOSERS

12.1 Cannasouth Group is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report are treated fairly and do not suffer detriment.

Protection against detrimental conduct


12.2 No person may cause detriment to someone else (or threaten to do so) because of a belief that person has made or will make a report of Reportable Conduct under this policy. Examples of detriment include discrimination, harassment, causing physical or psychological harm, damaging property, and varying an employee's role or duties.

12.3 You should tell a Protected Disclosure Office or other recipient listed in section 8 if you or someone else, is being, or has been subject to detrimental conduct. The Company will treat this very seriously.

12.4 Any person involved in detrimental conduct will be subject to disciplinary action. In some circumstances, this may also be a criminal offence punishable by imprisonment.

12.5 The company may implement other protections to ensure you are treated fairly and do not suffer detriment because you speak out. These protections will depend on the circumstances but may include such things as monitoring and managing the behaviour of other Personnel, relocating Personnel, offering you a leave of absence while a matter is investigated, and rectifying any detriment that you have suffered.

12.6 Even if a Discloser is implicated in the reportable conduct, they must not be subjected to any actual or threatened retaliation or victimisation in reprisal for making a report. Making a report will not necessarily shield the Discloser from the consequences flowing from involvement in the wrongdoing itself. In some circumstances, an admission may be a mitigating factor when considering disciplinary or other action."

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Protection of your identity and confidentiality

12.7 Subject to compliance with legal requirements, upon receiving a report under this policy, Cannasouth Group will use its best endeavours not to share your identity as a Discloser or information likely to reveal your identity unless:

12.7.1 you consent in writing or

12.7.2 the person who has received knowledge of the protected disclosure reasonably believes that release of identifying information is essential to ;

12.7.2.1 the effective investigation of the allegations in the protected disclosure; or

12.7.2.2 the principles of natural justice; or

12.7.2.3 prevent serious risk to public health or public safety or the environment; or

12.7.2.4 the investigation by law enforcement or other regulatory agency for the purposes of law enforcement.

In situation 12.6.2.1 and 12.6.2.2, the Discloser will be informed in advance of the potentially identifying information being released.

In situation 12.6.2.3 and 12.6.2.4, Cannasouth Group will do everything practical to give the Discloser notice if possible given the circumstances.

12.8 Any disclosures of your identity or information likely to reveal your identity will be made on a strictly confidential basis.

Protection of files and records


12.9 All files and records created from an investigation will be retained securely.

12.10 Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who need to know to take appropriate action, or for corporate governance purposes) without your consent as a Discloser will be a breach of this policy.

12.11 Disclosers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Cannasouth Group's disciplinary procedures.

13.0 GROUP REPORTING PROCEDURES

13.1 The Board will receive a summary of reports made under this policy on a quarterly basis. The Board will be provided additional information about any material incidents raised.

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14.0 FURTHER INFORMATION

- 14.1** If you have any questions arising from this policy please contact the Company Secretary.
- 14.2** This policy will be available on the Company's public website.
- 14.3** This policy does not form part of terms of employment and may be amended from time to time.

15.0 ASSOCIATED DOCUMENTS

- 15.1** Internal Complaints Procedure – On CannaNET (intranet)
- 15.2** CP002 Code of Ethics
- 15.3** CP031 Code of Conduct

16.0 REFERENCES

- 16.1** Protected Disclosure Act 2000
- 16.2** Privacy Act 1993
- 16.3** Human Rights Act 1993
- 16.4** Modern Slavery Act 2018 (Cth)

17.0 REVIEW DETAILS

- 17.1** This Policy will be reviewed at least every 3 years
- Adopted: February 2023
- Last revised: February 2023
- Next review due: February 2026