

VICOTR GROUP HOLDINGS LIMITED

ABN 21 165 378 834

("the Company")

Whistleblower Policy

1.0 OVERVIEW

Victor Group Holdings Limited (VIG) Code of Conduct contained within the Company's Corporate Governance Charter (Code) requires directors, officers, employees and contractors to observe high standards of business and personal ethics in the conduct of their duties and responsibilities. All directors, officers, employees and contractors of VIG must practise honesty and integrity in fulfilling their responsibilities and complying with all applicable laws and regulations.

VIG's internal controls and the Code are intended to prevent, deter and remedy any violation of applicable laws and regulations. These safeguards need to be supported by an effective Whistleblower program, to reinforce a strong commitment to, and compliance with, relevant legal and ethical obligations.

Reports of concerns, which relate solely to personal work-related grievances, and that do not relate to detriment or threat of detriment to the person making the report, do not qualify for protection under the Whistleblower policy requirements under the Corporations Act.

2.0 COMPLIANCE AND AN EFFECTIVE WHISTLEBLOWER PROGRAM

An effective Whistleblower program enables individuals to feel the Company is properly addressing their concerns and does not penalise employees for fulfilling their obligation to ensure that VIG's conduct meets its policies on compliance and ethics.

A copy of the policy is to be provided to each new employee/officer at commencement of the employment/engagement and a copy of the most recent policy is to be permanently available on the Company's website.

This Whistleblower Policy governs the process through which employees, and others, either directly or anonymously, can notify VIG Audit Committee (Committee) of potential violations or concerns. In addition, this Whistleblower Policy establishes a mechanism for responding to, and keeping records of, complaints from employees and others regarding such potential violations or concerns.

3.0 NO ADVERSE CONSEQUENCES

A submission regarding a Concern may be made by a director, officer, employee or contractor of the Company without fear of dismissal, disciplinary action or retaliation of any kind. VIG will not discharge, discipline, demote, suspend, threaten or in any manner discriminate against any person who submits in good faith a Concern or provides assistance to the Committee, management, the Company's auditors, or any other person or group, including any governmental, regulatory or law enforcement body, investigating a Concern.

No director, officer, employee or contractor who in good faith reports a violation of the Code shall suffer harassment, retaliation or adverse employment consequence. VIG will take whatever action is possible consistently with this Policy to make sure that no one is personally disadvantaged for making a report, whether by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias. A director, officer, employee or contractor who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment/engagement.

VIG will also take whatever action is possible consistently with this Policy to make sure that people who are involved in an investigation of a Whistleblower report under this policy are also not personally disadvantaged by dismissal, demotion, any form of harassment, discrimination or any form of current or future bias in response to their involvement in an investigation.

Anyone making a report under this policy 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. The Company encourages the seeking of legal advice in this matter.

Anyone making a report under this policy is protected from civil liability, criminal liability and administrative in relation to their report. These protections however, do not grant immunity for any misconduct a person making a report has engaged in that is revealed in their own report.

4.0 REPORTING ALLEGED VIOLATIONS OR COMPLAINTS

It is the responsibility of all directors, officers, employees and contractors to report all suspected concerns in accordance with this Policy. VIG maintains an open door policy and suggests that directors, officers, employees and contractors share their questions, concerns, suggestions or complaints with someone who can address them properly. In most cases, an employee's supervisor is in the best position to address an area of concern.

An employee's supervisor may be more knowledgeable about the issue and will appreciate being brought into the process. It is the supervisor's responsibility to help the employee solve the problem. If an employee does not feel comfortable speaking to their supervisor, they can speak to the Company's CFO or CEO, or they can approach the Audit Committee.

Any person with a concern relating to the Company may submit their concern directly and confidentially to the Committee in writing by sending a sealed letter addressed to the Company at its registered office. It should be marked "Private and Confidential – Attention: Audit Committee" and it will be delivered unopened to a member of the Committee. The matter for investigation can also be emailed directly to whistleblower@sinovictor.com or andrew@barclaypearce.com.au, with these emails being received by VIG's Company Secretary who will deliver it to the Committee. At any time before a report is made, the person with a concern under this policy can contact the Company Secretary and obtain additional information, before making a report of a concern under this policy.

The Committee is responsible for investigating and resolving all reported Concerns.

The Committee will notify the sender and acknowledge receipt of the reported suspected Concern within five business days. All reports will be promptly investigated and appropriate corrective action will be taken if warranted by the investigation. The Committee may retain independent legal counsel, accountants or other to assist in its investigation. The Committee will provide regular updates to the person lodging a Concern under this policy and upon conclusion of the investigation,

the Committee will provide a report to them, providing details on the process and outcome of the investigation into their reported concern.

CONFIDENTIALITY

The person who makes a report to under this policy may, if they agree, have their identity disclosed to the Audit Committee, but otherwise their identity will be kept confidential. The Audit Committee will ensure that all files relating to the report are kept secure, and that information received from is held in confidence and is only disclosed to a person not connected with the investigation if the person making the report has been consulted and has consented to the disclosure or if it is required or permissible by law.

It is possible that someone might deduce the identity of the employee making the report without there having been a breach of confidentiality, if the nature of the report points to one particular individual having made it, or otherwise as a consequence of the nature of the investigatory process.

RETENTION OF RECORDS

The Audit Committee will retain all documents and records regarding any complaint. It is illegal and against VIG's policy to destroy any records that may be subject to or related to an investigation by VIG or any federal, state or regulatory body.

5.0 QUERIES

Any director, officer, employee or contractor with a question about how this Policy should be followed in a particular case should contact their supervisor, the Company CEO, CFO or any member of the Audit Committee.

Policy Approved: 31 December 2019

Reviewed: n/a