

Whistleblower Policy

Authium Ltd
(ACN 653 683 286)

Adopted by the Board on 10 November 2022

Table of Contents

1.	Objective and Purpose of Policy	1
2.	Scope – Who does this Policy Apply to?.....	1
3.	What Conduct Should be Reported?.....	1
4.	Who is a Whistleblower?	3
5.	Who can I Make a Report to?.....	3
6.	How do I Make a Report?	4
7.	Handling and Investigation of a Disclosable Matter.....	5
8.	What Protection is Available to Whistleblowers?.....	5
9.	Where can I get Additional Information	7
10.	How this Policy may be Accessed.....	7
11.	Review	7

1. Objective and Purpose of Policy

Authium Ltd (ACN 653 683 286) (**Company**) and its related entities (each a **Group Company** and collectively the **Group**) are committed to best practice of corporate governance and ethical behaviour in all business activities.

This Whistleblower Policy (**Policy**) seeks to encourage you to report on any non-compliant conduct within, or that may affect, Group Company. This Policy is a practical tool for helping the Group identify non-compliant conduct that may not be uncovered unless there is a safe and secure means for disclosing such conduct. This Policy provides information on:

- (a) what non-compliant conduct should be reported under this Policy;
- (b) to whom such reports may be made and how they may be made;
- (c) how the Company will investigate such non-compliant conduct;
- (d) how the Company will ensure fair treatment of employees referred to in disclosures, or to whom such disclosures relate;
- (e) the protections available to Whistleblowers (defined in Section 4); and
- (f) how the Group will support Whistleblowers and protect them from detriment.

2. Scope – Who does this Policy Apply to?

This Policy applies to all Eligible Persons of Group Company. An **Eligible Person** is or has been any of the following:

- (a) a director, officer or employee of the Group Company;
- (b) a contractor, consultant, supplier or service provider (whether paid or unpaid) to the Group Company (or their respective employees or subcontractors);
- (c) an associate of the Group Company; or
- (d) a relative, dependent or spouse of any of the individuals referred to in (a) to (c).

This Policy applies to Group Company's in all jurisdictions, including Australia and the United States. In several instances throughout this Policy, specific Australian legislation has been referred to. Such legislation may be relevant should individuals wish to report non-compliant conduct under this Policy and seek the protection of Australian whistleblowing legislation. However, even if specific legislation applicable outside of Australia is not referred to in this Policy, such legislation may still apply to reports of non-compliant conduct that may affect a Group Company within a particular jurisdiction.

3. What Conduct Should be Reported?

It is expected that employees, contractors and agents of a Group Company who become aware or suspect on reasonable grounds, potential incidences of Disclosable Matter will make a report under this Policy.

A **Disclosable Matter** means misconduct (as defined in the Corporations Act), or an improper state of affairs or circumstances in relation to a Group Company. This may include conduct carried out by the Company or any officer or employee of the Company or other Group Company which is:

- (a) dishonest, fraudulent or corrupt, including any breach of the Company's Anti-Bribery and Anti-Corruption Policy;

- (b) illegal or criminal, such as theft, violence, criminal damage against property or any breach of law of any country;
- (c) improper, unethical, or constitutes misconduct, including any breach of the Company's Code of Conduct;
- (d) contravenes the Company's Trading Policy or represents a danger to the public or to the financial system, or contravenes relevant legislation, including:
 - (i) in Australia:
 - (A) the *Corporations Act 2001* (Cth) (**Corporations Act**);
 - (B) the *Australian Securities and Investments Commission Act 2001* (Cth);
 - (C) the *Banking Act 1959* (Cth);
 - (D) the *Financial Sector (Collection of Data) Act 2001* (Cth);
 - (E) the *Insurance Act 1973* (Cth);
 - (F) the *Life Insurance Act 1995* (Cth);
 - (G) the *National Consumer Credit Protection Act 2009* (Cth); or
 - (H) the *Superannuation Industry (Supervision) Act 1993* (Cth);
- (e) an offence against any law that is punishable by imprisonment for a period of 12 months or more;
- (f) bullying, harassment, intimidation, abuse of authority or unlawfully discriminatory;
- (g) endangering or may endanger the public or the health or safety of an individual, such as practices which are unsafe, detrimental to the environment, constitute health risks to others or abuse of the property of the Group;
- (h) improper or constitutes misconduct in relation to the tax affairs of a Group Company (or an associate of the Group Company), including in Australia, as set out in the *Taxation Administration Act 1953* (Cth) (**Tax Administration Act**); or
- (i) otherwise potentially damaging or detrimental to the interests of a Group Company, including financial or reputational loss.

Examples of conduct relevant to the Group's operations that may give rise to a Disclosable Matter include illegal conduct, such as theft or dealing in illicit drugs, or fraud or misappropriation of Company funds, wilful environmental damage and intentional bullying or harassment of employees..

Disclosable Matters do not include minor or "personal work-related grievances" (except as set out below). Personal work-related grievances are grievances suffered by an individual in relation to his or her current or former employment and have, or tend to have, implications for the individual personally but do not have any significant implications for the Company (or another entity) or relate to any conduct or alleged conduct about a Disclosable Matter.

Examples of personal work-related grievances may include personal conflicts in the workplace, decisions relating to engagement, transfer or promotion of employees and decisions that do not involve a breach of workplace laws. In Australia, personal work-related grievances and other disclosures about matters that are not Disclosable Matters do not qualify for protection under the Corporations Act (or the Tax Administration Act, where relevant) but may be protected under other legislation. A similar position may apply in other jurisdictions in which Group Company's operate.

In some circumstances, a personal work-related grievance may still be a Disclosable Matter under relevant whistleblowing legislation, such that this Policy will apply. For example, if:

- (a) a personal work-related grievance includes information about misconduct, or information about misconduct includes or is accompanied by a personal work-related grievance;
- (b) the Group 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 otherwise relates to information that suggests misconduct beyond the individual's personal circumstances;
- (c) the individual suffers from, or is threatened with, detriment for making a disclosure; or
- (d) the individual seeks legal advice or legal representation about the operation of the whistleblower legislation.

4. Who is a Whistleblower?

For the purpose of this Policy, a **Whistleblower** is an Eligible Person who makes or attempts to make a disclosure of a Disclosable Matter.

5. Who can I Make a Report to?

In order to ensure timely investigation and appropriate escalation, each Disclosable Matter should be reported to the Company's Whistleblower Protection Officer (**WPO**). The current WPO is the Company Secretary (email: maria.clemente@boardroomlimited.com.au).

You may also report the Disclosable Matter to an "officer", "senior manager", internal or external auditor¹ or actuary of a Group Company. An "officer" or "senior manager" of an includes a director or a senior manager who makes or participates in making decisions that affect a substantial part of the business of the Group Company.

Under the Australian whistleblowing legislation, you may also disclose Disclosable Matter directly to a law enforcement body, a regulator (such as, the Australian Securities & Investment Commission (**ASIC**) or the Australian Prudential Regulation Authority (**APRA**)), or another government agency in accordance with relevant law. You may also report a Disclosable Matter to a legal practitioner for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistleblowing legislation.

These people and organisations are "eligible recipients" who can receive disclosures that qualify for protection under the Corporations Act. It is important to note that if disclosure is not made to an "eligible recipient" you may not qualify for protection as a whistleblower under the Corporations Act (or the Tax Administration Act, where relevant).

In addition, in certain circumstances (in summary form below), a Whistleblower may qualify for protection under the Australian whistleblowing legislation if he or she reports Disclosable Matter to a Member of an Australian Parliament or a professional journalist, as follows:

- (a) A **Public Interest Disclosure** may be made to a Member of an Australian Parliament or a professional journalist where:
 - (i) at least 90 days have passed since a Whistleblower made a disclosure to ASIC, APRA or another Australian Commonwealth government agency authorised by relevant law to receive disclosure;

¹ The Company's auditor at the date of this policy is Brown Auditing Services and can be contacted at Suite 2.01 Lvl 1, 14 Bulwer Street, Maitland NSW 2320 Phone:+61 428 661 200 at the date of this policy.

- (ii) the Whistleblower does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure;
 - (iii) the Whistleblower has reasonable grounds to believe that making a further disclosure of the information is in the public interest; and
 - (iv) the Whistleblower has provided written notice with prescribed information to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Public Interest Disclosure.
- (b) An **Emergency Disclosure** may be made to a Member of an Australian Parliament or a professional journalist where:
- (i) a Whistleblower has previously made a disclosure of information to ASIC, APRA or another Australian Commonwealth government agency authorised by relevant law to receive disclosure;
 - (ii) the 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;
 - (iii) the Whistleblower has provided written notice with prescribed information to ASIC, APRA or the relevant Australian Commonwealth government agency before making the Emergency Disclosure; and
 - (iv) the extent of the information disclosed in the Emergency Disclosure is no greater than is necessary to inform the journalist or Member of an Australian Parliament of the substantial or imminent danger.

It is important for you to understand the full criteria for making a Public Interest Disclosure or Emergency Disclosure before doing so. The Company encourages you to obtain independent legal advice before making any Public Interest Disclosures or Emergency Disclosures under the Australian whistleblowing legislation.

6. How do I Make a Report?

You may make a report in writing, by telephone or in person, inside or outside of business hours, to the WPO.

Please provide as much detail as possible when making the report. You may choose to not reveal your identity when making the report, however, this may affect the ability to investigate the matter properly. Any disclosure made in an anonymous manner should be supported by the provision of all relevant details and evidence to substantiate the disclosure. You may also choose to adopt a pseudonym for the purposes of making a report and not use your true name.

You can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised.

Anyone making a disclosure on a Disclosable Matter should have reasonable and genuine grounds for believing the information disclosed indicates such conduct. Any reports which prove to have been made maliciously or are knowingly false will be investigated (including where the disclosure is made anonymously). A person who makes a disclosure of Disclosable Matter knowing it to be false or being reckless about whether it is false may not be protected under the relevant legislation or this Policy, may have engaged in misconduct and may be subject to disciplinary action, or may be guilty of an offence.

7. Handling and Investigation of a Disclosable Matter

Each disclosure of Disclosable Matter will be referred to the Company Secretary. Any Disclosable Matter considered to be material by the Company Secretary will be immediately notified to the Chairperson of the Board.

The Company Secretary will conduct a preliminary review of the Disclosable Matter and determine whether the allegations will be formally investigated.

If the allegations are to be formally investigated, an independent **Investigation Officer** will be appointed to investigate the Disclosable Matter and provide a written report to the Company Secretary. The Investigation Officer will be an impartial individual and will not be any individual who is implicated in the Disclosable Matter described in the report.

All formal investigations and reporting will be conducted in strict confidence, and in a fair, objective and timely manner, as is appropriate and reasonable having regard to the nature of the Disclosable Matter and the circumstances. To ensure fair treatment of individuals who are implicated in the disclosure, where appropriate, the individual concerned may be informed of the allegations in the Disclosable Matter and provided with the opportunity to respond or the Company may take other steps to ensure procedural fairness and natural justice. Matters involving potential criminal conduct may be referred immediately to the police or the regulators if required or permitted by law.

If the Disclosable Matter was not disclosed in an anonymous manner, the Investigation Officer may contact the Whistleblower to find out further information, discuss the investigation process or any other matters as are relevant to the investigation.

If the Disclosable Matter was disclosed in an anonymous manner, the Investigation Officer will conduct the investigation based on the information provided. To protect the anonymity of the Whistleblower, the Investigation Officer will seek to identify certain aspects of the information provided by the Whistleblower that could inadvertently identify them.

The Company will provide the Whistleblower with regular updates if they can be contacted, including through anonymous channels.

8. What Protection is Available to Whistleblowers?

The Company is committed to the protection of Whistleblowers who make reports of Disclosable Matter. Such protections include the following:

(a) Protection under relevant legislation

The Company is committed to comply with relevant legislation that provides protection for Whistleblowers in the jurisdictions in which the Group operate.

In Australia, the Corporations Act and Tax Administration Act give special protection to disclosures of certain Disclosable Matter, provided certain conditions are met in the relevant legislation. It is important to note that the protections under the Corporations Act apply not only to internal disclosures, but to disclosures to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

For example, under the Corporations Act, a Whistleblower may qualify for protection if they are an eligible Whistleblower in relation to the Group Company and:

- (i) They have made a disclosure of information relating to a 'disclosable matter' directly to an 'eligible recipient' or to ASIC, APRA or another Commonwealth body prescribed by regulation;

- (ii) They have made a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower provisions in the Corporations Act; or
- (iii) They have made an Emergency Disclosure or Public Interest Disclosure.

Broadly, such protection includes:

- (i) the Whistleblower being protected from civil, criminal or administrative liability (including disciplinary action) for making the disclosure (although these protections do not grant a Whistleblower immunity for any misconduct that they engaged in that is revealed in their disclosure);
- (ii) no contractual or other right or remedy may be enforced or exercised against the Whistleblower on the basis of the disclosure;
- (iii) under some circumstances, the information disclosed may not be admissible against the Whistleblower in criminal proceedings or in proceedings concerning penalties for corporate misconduct (other than proceedings that are concerned with whether the information is false);
- (iv) a person who causes or threatens to cause detriment to the Whistleblower in the belief or suspicion that he or she has made, may have made or proposes to make a disclosure of Disclosable Matter, may be guilty of an offence or liable for damages;
- (v) under the Tax Administration Act, unless the Whistleblower has acted unreasonably, a Whistleblower cannot be ordered to pay costs in any proceedings in relation to the disclosure of Disclosable Matter;
- (vi) the identity of the Whistleblower does not need to be disclosed to a court or tribunal, unless the court or tribunal considers it necessary;
- (vii) the person receiving the report of Disclosable Matter commits an offence if he or she discloses the identity of the Whistleblower, or any information that is likely to identify the Whistleblower, without the consent of the Whistleblower, to any person or entity except to ASIC, APRA, the police or a lawyer for the purpose of obtaining legal advice or representation in relation to the Disclosable Matter;
- (viii) the Whistleblower can seek compensation and other remedies through the courts if they suffer loss, damage or injury because of a disclosure and the relevant entity failed to take reasonable precautions and exercise due diligence to prevent a person from causing such detriment; and
- (ix) if the conditions set out above are met with respect to Public Interest Disclosures and Emergency Disclosures, the Whistleblower who has made such disclosures will be protected under the Australian whistleblowing legislation.

These protections under the Australian whistleblowing legislation can still be available if you make the disclosures anonymously. Whistleblowers can also still qualify for protection if their disclosure turns out to be incorrect.

Similar special protections may also be available under whistleblowing legislation in other jurisdictions in which the Group operates.

(b) Protection of identity and confidentiality

The Company has legal obligations to safeguard the confidentiality of a Whistleblower's identity and protect the Whistleblower from retaliation or victimisation. With some exceptions, it is illegal for a person to identify a Whistleblower or disclose information that is likely to lead to the identification of a Whistleblower.

Subject to compliance with legal requirements, the identity of a Whistleblower who submitted a report on Disclosable Matter will be kept confidential, unless the Whistleblower has consented to his or her identity being disclosed, or in certain other situations.

During investigation of the Disclosable Matter, the Company may need to disclose information that may lead to the identification of the Whistleblower, but it will take reasonable steps to reduce this risk. The Company will aim to ensure that any necessary disclosures of the identity of the Whistleblower or information that may likely reveal the identity of the Whistleblower for the purposes of investigating the matter will be made on a strictly confidential basis.

(c) Protection from detriment

Detrimental treatment includes termination of employment, disciplinary action, performance management, alteration of the Whistleblower's duties to his or her disadvantage, harassment, intimidation, bullying, harm or injury (including reputation and psychological harm) to the Whistleblower or the Whistleblower's property, or his or her financial position, or unlawful discrimination.

A Whistleblower who is subjected to detrimental treatment connected with reporting a Disclosable Matter should first raise this with the person within the Group to whom he or she disclosed the Disclosable Matter, or with the Company Secretary. To protect a Whistleblower from detriment, the Group for example may make available support services (including counselling) and reassign or relocate other staff involved in the Disclosable Matter.

(d) Protection of files and records

The Group will ensure appropriate records of each step taken in relation to the disclosure and investigation of a Disclosable Matter are maintained. All files, records and information relating to the Disclosable Matter or created from the investigation of the disclosure will be kept strictly confidential and secure.

(e) Support and practical protection for Whistleblowers

The Company recognises that reporting on Disclosable Matter may be stressful. A Whistleblower who is the employee or former employee of the Group may liaise with the person to whom the Disclosable Matter was disclosed to access support services, including independent counselling services, funded by the Company.

9. Where can I get Additional Information

If you want additional information before formally making a disclosure, you can contact the officer referred to in Section 4 or an independent legal adviser.

10. How this Policy may be Accessed

This Policy will be published on the Company's website.

11. Review

This Policy will be reviewed from time to time and at least annually to ensure that it remains effective and meets best practice standards and the needs of the Company. Any amendment to this Policy requires a resolution from the Board.