



WHISTLEBLOWER POLICY

Exopharm Limited
ACN 163 765 991

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1 WHISTLEBLOWER POLICY

1.1 INTRODUCTION

The Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019 amended the Corporations Act 2001 (Corporations Act) so that a single, strengthened Whistleblower regime covers the corporate, financial and credit sectors. The new Whistleblower regime commenced on 1 July 2019. This regime provides that a person (**Whistleblower**) can make disclosure, anonymously if they choose, about any serious wrongdoing (**Disclosable Matter**) and can (in certain circumstances) be protected against (i) loss of anonymity, (ii) loss of confidentiality and (iii) any detriment.

Exopharm and its Company officers and other senior people within the Company have obligations under the Corporations Act if they receive a valid report from a Whistleblower.

The Board of Exopharm seeks to conduct our business within the law and with integrity and honesty. In particular, Exopharm seeks to avoid engaging in conduct that (i) is an offence under the Corporations Act 2001 (Cth); (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or (iii) represents a danger to the public.

You are encouraged to report any wrongdoing by us or our employees that falls short of these requirements. However, we recognise that you may not always feel comfortable about discussing your concerns internally, especially if you believe we (or one or more of us) are responsible for the wrongdoing.

This policy covers a situation where there is serious misconduct or a serious improper state of affairs or circumstances in relation to the Company and can include a matter where the discloser has reasonable grounds to suspect the Company, an officer or employee of the Company, has engaged in serious improper conduct.

1.2 AIMS & PURPOSE OF THE POLICY

The aim of this Policy is to ensure that :-

- you feel confident that you can raise any serious matter that concerns you;
- you know that if you do, then it will be taken seriously and treated as confidential (with certain exclusions);
- you know that if you do, your identity will be protected (with certain exclusions);
- you know that no detrimental action will be taken against you as a result (with certain exclusions); and
- the Company meets its legal and regulatory obligations; and
- the Company is aligned with the ASX Corporate Governance Principles and Recommendations.

The purpose of this Policy is to ensure that :-

- people are encouraged to report Disclosable Matters, which are serious matters;
- people feel safe and protected if they report Disclosable Matters;
- any serious wrongdoing within Exopharm is stopped and does not recur;
- serious wrongdoing is deterred, in line with the Company's risk management and governance framework; and
- disclosures are dealt with on a timely basis.

The legitimate Whistleblower should be protected within the Company (e.g. ongoing employment, status, reputation and well-being). The Whistleblower should not be disadvantaged by legitimate Whistleblower activity.

You are encouraged to use the procedure set out below if you :-

- seek to report (verbal, written, electronic communication or otherwise) about a Disclosable Matter; or
- have concerns about serious wrongdoing at work.

1.3 PROTECTIONS FOR DISLOSERS

Once a valid Whistleblower Report is made to the Eligible Recipient (or Next Eligible Recipient) by an Eligible Whistleblower, the Whistleblower is entitled under the Corporations Act to :-

- identity protection; and
- protection from detrimental acts or omissions, such as dismissal from employment, alteration of an employee's duties, compensation and remedies, civil, criminal and administrative protection.

To give force to these protections the Policy prescribes steps to protect the identity of the Whistleblower.

1.4 WHO THE POLICY APPLIES TO

Any person who works with us, or for us (i.e. an Eligible Whistleblower) should use this procedure.

An Eligible Whistleblower is a person who :-

- is employed directly by us;
- work for us via an employment agency;
- works for us in the capacity of independent contractors;
- is an Officer of the Company and an associate of the Company; and/or
- is a relative, dependent or spouse of an individual mentioned above.

1.5 MATTERS THE POLICY APPLIES TO

You are encouraged to disclose a Disclosable Matter which leads you to believe that malpractice is occurring, may occur, or has occurred.

A Disclosable Matter means a matter where the discloser has reasonable grounds to suspect that the disclosed information concerns serious misconduct or a seriously improper state of affairs or circumstances in relation to the Company.

A Disclosable Matter can include a matter where the discloser has reasonable grounds to suspect the Company, an officer or employee of the Company, has engaged in Improper Conduct that :-

- (i) is an offence under the Corporations Act 2001 (Cth);
- (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or
- (iii) represents a danger to the public.

The following are a limited, non-exhaustive list of examples of Improper Conduct that could represent Disclosable Matters :-

- the Company (other than individuals acting alone) engaged in systematic illegal conduct such as theft, dealing in, or use of illicit drugs, violence or threatened violence and criminal damage against property;
- fraud, falsification of results and money laundering; and
- offering or accepting a bribe.

Disclosures of personal work-related grievances, such as interpersonal conflicts and 'general gossip' are not considered Disclosable Matters and are not covered by this Policy because they do not qualify for protection under the Corporations Act.

2. WHO CAN RECEIVE A DISCLOSURE

2.1 ELIGIBLE WHISTLEBLOWER AND DISCLOSABLE MATTER

Consider if you are an Eligible Whistleblower under this Policy and consider if the matter you are concerned about is serious enough to be considered a Disclosable Matter (see above in Section 1.5).

If not, consider other means to deal with your concerns. One alternative would be to have a discussion with a Person of Responsibility you trust, i.e. your Line Manager. Another alternative would be to refer the matter to Police directly.

A disclosure made to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the operation of the Whistleblower provisions in the Corporations Act are also protected. A Whistleblower may also seek external advice from or make a disclosure to parties outside the organisation such as regulatory bodies, journalists and members of parliament through a Public Interest Disclosure under certain circumstances.

Disclosures of information relating to Disclosable Matters can also be made to ASIC, or another Commonwealth body prescribed by regulation for protection under the Corporations Act.

2.2 MAKING A WHISTLEBLOWER REPORT

A Disclosure should be made to the Eligible Recipient, who is the Company Secretary.

However, if the Disclosable Matter involves the Company Secretary, or you think that it is inappropriate to disclose your Whistleblower Report directly to the Company Secretary for any reason, then you should raise your concerns with a Next Eligible Recipient.

The Next Eligible Recipient would be the CEO, then the Chairperson, the Company's Lawyers or Accountants.

When seeking to make a Whistleblower Report, you must at that same time (i.e. during the same communication) (i) clearly identify that the communication is a Whistleblower Report and (ii) that you seek the communication to be dealt with under this Policy.

If you fail to clearly identify your communication as a Protected Communication at the first instance, then it cannot be dealt with under this Policy and will not be treated as a Whistleblower Report.

2.3 HOW TO MAKE A DISCLOSURE

You may make a written Whistleblower Report anonymously and still qualify for protection under the Corporations Act, however, if you remain anonymous, then this may hamper our ability to investigate or act upon your concerns. You can make the disclosure via email, post or telephone call.

If your initial Whistleblower Report is verbal, you may be requested to put your concerns in writing if that is essential for the matter to be dealt with.

In making a Whistleblower Report you expressly affirm and promise that it is not being made for a Wrongful Purpose or for Wrongful Purposes.

2.4 HANDLING AND INVESTIGATING A DISCLOSURE

The recipient of a valid Whistleblower Report shall both :-

- (a) seek to resolve the Disclosable Matter (i.e. cause wrongdoing to cease and not recur); and
- (b) protect the confidentiality, anonymity and interests of the Whistleblower under the provisions of this Policy.

To be clear, the purpose of this Policy is to have a serious wrongdoing stopped (and not recur) and to protect where possible the broad interests (e.g. ongoing employment, status, reputation and well-being) of the legitimate Whistleblower. Wherever possible a legitimate Whistleblower should not be disadvantaged by the valid Whistleblower activity.

The Company shall also :-

- **Investigation:** The Company will seek to investigate the Disclosable Matter as soon as is reasonably practicable, by examining the reported allegations and associated facts of the matter;
- **Board Report:** The Disclosable Matter will be documented and the findings reported to the Board; and
- **Whistleblower Update:** Where possible, and within reasonable constraints, the Whistleblower will be kept informed as to how progress is being made within a reasonable time frame during and following the investigation and board report.

If possible, the Whistleblower will be informed of the outcome of the investigation and of any action that is proposed to rectify any Disclosable Matter.

2.5 HANDLING CARE AND ANONYMITY

Any Protected Communication properly made under this Policy will be handled with care whilst allowing an investigation to be mounted and concluded. The identity of an Eligible Whistleblower will generally be protected unless (i) disclosure is required to allow an investigation to be mounted and concluded (ii) you agree to the contrary or (iii) it is required by law.

2.6 ENSURING FAIR TREATMENT OF INDIVIDUALS MENTIONED IN A DISCLOSURE

An employee who is the subject of a Whistleblower Report will be advised of the subject matter of the Whistleblower Report and have an opportunity to respond prior to any further serious or substantial actions by the Company.

2.7 PROTECTION

If you believe that Whistleblower Protection is not being dealt with properly then you should immediately inform the Eligible Recipient or a Next Eligible Recipient under this Policy. The Company will seek to enforce the protections available to Eligible Whistleblowers.

2.8 EXTERNAL AUTHORITIES ENGAGED

In some cases, the Company itself may engage with External Authorities to report or resolve the wrongdoing. If this is necessary, then the Company reserves the right to

involve one or more External Authorities with or without your prior consent. Where possible we will seek to preserve your anonymity but will make legally required disclosures which may include your identity and the Whistleblower Report.

If an External Agency is engaged, then confidentiality and anonymity of the Whistleblower shall be in the hands of the External Agency and their subsequent activities.

2.9 GOOD FAITH AND POTENTIAL MISCONDUCT

The Whistleblower Legislation is intended to protect authentic Whistleblowers. It is not for raising matters of personal grievances or general workplace matters that may be adequately dealt with by your Line Manager, the CEO or under alternative dispute resolution.

This Whistleblower Policy should not be used for purposes other than those provided for in the Whistleblower Legislation and this Policy.

Use of this Policy for Wrongful Purposes is not protected by this Policy or the Whistleblower Legislation.

Making a Whistleblower Report for Wrongful Purposes or use of this Policy for Wrongful Purposes will constitute misconduct and may result in us (i) taking disciplinary action against you under your Employment Contract or (ii) reporting the conduct to External Authorities.

Making a Whistleblower Report for Wrongful Purposes or use of this Policy for Wrongful Purposes will not be covered by anonymity or confidentiality provisions of this Policy.

If you are unsure whether you should report a disclosure under this Policy, then you can discuss this with the Company Secretary.

3. ACCESSIBILITY

The policy will be held within the Company's online filing system and will be maintained and updated by the Company Secretary.

4. CEO AND COMPANY SECRETARY RESPONSIBILITIES

If the CEO or Company Secretary become aware of a breach of this policy, then they should notify the Board without delay.

5. REVIEW AND PUBLICATION OF THIS POLICY

The Board will review this Policy from time to time. The Policy may be amended by resolution of the Board.

This Policy is a public document and may be placed on the Company's web site in satisfaction of regulatory obligations.

Schedule 1 – Defined Terms

In this Policy :-

Board means the Board of Directors of the Company.

CEO means the Chief Executive Officer.

Company means Exopharm Limited (ACN 163 765 991).

Company Secretary means the Company secretary of the Company.

Corporations Act means the Corporations Act 2001.

Director means a director of the Company.

Disclosable Matter means a matter where the discloser has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the Company and can include a matter where the discloser has reasonable grounds to suspect the Company, an officer or employee of the Company, has engaged in conduct that (i) is an offence under the Corporations Act 2001 (Cth); (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or (iii) represents a danger to the public.

Eligible Recipient means person authorised by the Company to receive disclosures under the Policy, which is the Company Secretary.

Eligible Whistleblower means a person who can rely on the rights and protections afforded under this policy and the law if they report misconduct.

Employee means any employee of the Company.

External Authorities means authorities such as Australian Stock Exchange (ASX), Australian Securities and Investments Commission (ASIC) or Police (State or Federal).

Improper Conduct means an officer or employee of the Company has engaged in conduct that (i) is an offence under the Corporations Act 2001 (Cth); (ii) is an offence against any Commonwealth law punishable for 12 months or more by imprisonment; or (iii) represents a danger to the public.

Line Manager means a person who is a manager of a group of employees withing the Company.

Next Eligible Recipient means a person other than the Eligible Recipient authorised to receive Whistleblower Reports, which is the CEO followed by the Chairperson or your Line Manager or equivalent. The Company's Lawyers or Accountants.

Person of Responsibility means a Director, Company Secretary, Line Manager or Senior Employee.

Policy means this Whistleblower policy.

Protected Communication means a communication from an Eligible Whistleblower that clearly identifies to the Eligible Recipient (or the Next Eligible Recipient) both (i) that the communication is a Whistleblower Report and (ii) that the Eligible Whistleblower seeks the communication to be dealt with under this Policy.

Public Interest Disclosure means a disclosure where; (a) at least 90 days have passed since the discloser made the disclosure to ASIC, APRA or another Commonwealth body prescribed by regulation; (b) the discloser does not have reasonable grounds to believe that action is being, or has been taken, in relation to their disclosure; (c) the disclosure of the information is in the public interest; and (d) before making the public interest disclosure, the discloser has given written notice to the body in which the previous disclosure was made that (i) includes sufficient information to identify the previous disclosure; and (ii) states that the discloser intends to make a public interest disclosure.

Whistleblower means a person reporting a matter under the policy and invoking protections under the Whistleblower Legislation.

Whistleblower Legislation means Treasury Laws Amendment (Enhancing Whistleblower Protections) Act 2019.

Whistleblower Protection means the Whistleblower is protected i.e. their ongoing employment, remuneration rates, promotion opportunities, status, reputation and well-being shall not be disadvantaged by the legitimate Whistleblower activity.

Whistleblower Report means a communication (verbal, written, electronic communication or otherwise) by an Eligible Whistleblower about a Disclosable Matter that conforms to this Policy.

Whistleblower Policy means the policy covered by this document.

Wrongful Purpose(s) means for example, purpose or purposes (i) other than provided for in the Whistleblower Legislation, (ii) for malicious or mischievous purposes or (iii) to pursue a grudge or vendetta against another employee or the Company.