



Whistleblowing Policy

1. Context

In Australia, the *Corporations Act 2001* (Cth) (**Corporations Act**) and the *Taxation Administration Act 1953* (Cth) provide for protection of whistleblowers (**Whistleblower Regime**).

This Policy applies to TerraCom Limited and its related bodies corporate (**TerraCom**). It has been created to establish how TerraCom will deal with protected disclosures in accordance with the Whistleblower Regime.

2. Purpose

At TerraCom, we are committed to fostering a culture that encourages and supports you to speak up about matters that concern you as soon as possible. TerraCom takes all concerns raised seriously and relies on you to raise your concerns so that it can deal with any substantiated wrongdoing within TerraCom.

This purpose of this Policy is to:

- (a) promote a culture of ethical behaviour and accountability within TerraCom, and prevent and address wrongdoing when it occurs;
- (b) support you so that you know how to report a concern of suspected wrongdoing and feel safe when you do so; and
- (c) explain how TerraCom will deal with disclosures it receives.

3. Scope

This Policy applies to eligible whistleblowers of TerraCom who make a "protected disclosure" under the Whistleblower Regime.

You can make a "protected disclosure" under the Whistleblower Regime if:

- (a) you are an 'eligible whistleblower'; and
- (b) the disclosure you make is about a disclosable matter; and
- (c) you make the disclosure to a person who is eligible to receive a protected disclosure.

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These requirements are explained in the below table.

(a) You must be an "eligible whistleblower"	<p>You are an "eligible whistleblower" if you are, or have previously been:</p> <ul style="list-style-type: none">A. an officer of TerraCom;B. an employee of TerraCom;C. a person who supplies goods or services to TerraCom, and employees of those suppliers;D. an individual associate of TerraCom;E. either:<ul style="list-style-type: none">I. in relation to the Corporations Act, a relative, dependant, or spouse of a dependant of any of the above individuals; orII. in relation to the Tax Administration Act, a spouse, child, dependant, or spouse of a dependent of any of the above individuals.
(b) You must make a disclosure about a "disclosable matter"	<p>Only disclosures of certain types of information will qualify for protection under the Whistleblower Regime.</p> <p><i>What is a "disclosable matter" under the Corporations Act?</i></p> <p>Information is a "disclosable matter" under the Corporations Act if the eligible whistleblower has reasonable grounds to suspect that the information disclosed:</p> <ul style="list-style-type: none">A. concerns "misconduct or an improper state of affairs or circumstances" in relation to TerraCom. Misconduct includes fraud, negligence, default, breach of trust and breach of duty. Conduct does not necessarily need to be "unlawful" to fall within the scope of "misconduct or an improper state of affairs or circumstances", and may include:<ul style="list-style-type: none">I. systemic improper conduct within TerraCom that is causing, or may cause, harm;II. conduct that indicates a significant risk to public safety or the financial system;III. conduct that is not in the interests of the public; andIV. unsafe work practices and other significant safety concerns; orB. indicates that TerraCom or any employee or officer has engaged in conduct that:<ul style="list-style-type: none">I. constitutes a contravention of specific legislation, including the Corporations Act and the <i>Corporations Regulations 2001</i> (Cth); orII. constitutes an offence against any other Commonwealth law that is punishable by at least 12 months' imprisonment; or



	<p>III. represents a danger to the public or the financial system.</p> <p>An example of where you will not have "reasonable grounds" to suspect alleged wrongdoing is where you make a deliberately false report.</p> <p>However, provided that you have "reasonable grounds" to suspect misconduct or an improper state of affairs or circumstances, a disclosure you make may qualify for protection even if the information later turns out to be incorrect.</p> <p>"Reasonable grounds" means that a reasonable person in your position would also suspect the information indicates misconduct or a breach of the law.</p> <p><i>What types of matters do not qualify for legal protection under the Corporations Act?</i></p> <p>Except in certain circumstances, a personal work-related grievance (for example a disclosure about an interpersonal conflict or a disciplinary decision) will not be protected.</p> <p>A personal work-related grievance will be protected if:</p> <ul style="list-style-type: none">A. the grievance also concerns allegations of victimisation; orB. the grievance:<ul style="list-style-type: none">I. constitutes a contravention of specific legislation, including the Corporations Act and the <i>Corporations Regulations 2001</i> (Cth);II. constitutes an offence against any other Commonwealth law that is punishable by at least 12 months' imprisonment; orIII. represents a danger to the public or the financial system; orC. the grievance also has significant implications for TerraCom that do not relate to the eligible whistleblower. <p><i>What is a "disclosable matter" under the Tax Administration Act?</i></p> <p>Information is a "disclosable matter" under the Tax Administration Act if:</p> <ul style="list-style-type: none">A. the eligible whistleblower has reasonable grounds to suspect that the information concerns misconduct or an improper state of affairs or circumstances in relation to the tax affairs of TerraCom or an associate of TerraCom; andB. the eligible whistleblower considers that the information may assist the eligible recipient to perform their functions or duties in relation to the tax affairs of TerraCom or an associate of TerraCom.
<p>(c) You must make the disclosure to someone authorised to receive a</p>	<p><i>Reporting within TerraCom</i></p> <p>TerraCom's Company Secretary has been appointed as the main recipient for TerraCom for the purposes of receiving protected disclosures under the Corporations Act and the Tax Administration Act.</p>



protected disclosure	<p>The Company Secretary can be contacted via the following:</p> <p>Phone: [REDACTED]</p> <p>Email: metcell@terracom.au</p> <p>TerraCom encourages all eligible whistleblowers to contact the Company Secretary in the first instance when raising a concern under this Policy.</p> <p>If you feel uncomfortable reporting a matter to the person named above, protected disclosures can also be made to TerraCom through one of the following contacts:</p> <table border="1" data-bbox="547 613 1342 1341"><thead><tr><th><i>Corporations Act disclosures</i></th><th><i>Tax-related disclosures</i></th></tr></thead><tbody><tr><td>An officer of TerraCom or of one of its related bodies corporate. This includes:<ul style="list-style-type: none">a director or a secretary of TerraCom;a member of the Chief Executive Team of TerraCom;a Senior Manager within TerraCom.</td><td>A director or secretary of TerraCom.</td></tr><tr><td colspan="2">A senior manager of TerraCom. This includes a member of management other than a director or secretary.</td></tr><tr><td colspan="2">TerraCom's auditor, or a member of an audit team conducting an audit. TerraCom's auditor is currently BDO Audit Pty Limited.</td></tr></tbody></table> <p><i>Reporting outside of TerraCom</i></p> <p>TerraCom takes all protected disclosures seriously and will not tolerate any behaviour which constitutes misconduct or an improper state of affairs or circumstances in relation to TerraCom. TerraCom accordingly encourages its employees and others to raise their concerns directly with an eligible recipient of TerraCom as outlined above. This enables TerraCom to address any wrongdoing as early as possible.</p> <p>An eligible whistleblower may also make a protected disclosure to:</p> <ol style="list-style-type: none">the Australian Securities and Investments Commission (ASIC), the Australian Prudential Regulation Authority (APRA) or a prescribed Commonwealth authority. ASIC and APRA have issued information sheets or guides on whistleblowers' rights and protections, which are linked in Part 7;a legal practitioner in order to obtain legal advice or legal representation in relation to the Whistleblower Regime;in limited circumstances, a journalist or member of Parliament. Any such disclosure would need to meet the strict criteria set out	<i>Corporations Act disclosures</i>	<i>Tax-related disclosures</i>	An officer of TerraCom or of one of its related bodies corporate. This includes: <ul style="list-style-type: none">a director or a secretary of TerraCom;a member of the Chief Executive Team of TerraCom;a Senior Manager within TerraCom.	A director or secretary of TerraCom.	A senior manager of TerraCom. This includes a member of management other than a director or secretary.		TerraCom's auditor, or a member of an audit team conducting an audit. TerraCom's auditor is currently BDO Audit Pty Limited.	
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	<p>under the Corporations Act in order to attract the protections of the Whistleblower Regime. We recommend that you seek independent advice if you are considering making a protected disclosure to a journalist or a member of Parliament.</p> <p>We recommend that you contact TerraCom's Company Secretary if you wish to obtain further information before formally making a disclosure.</p> <p>If the protected disclosure relates to the tax affairs of TerraCom, then an eligible whistleblower may make a protected disclosure to:</p> <ul style="list-style-type: none">A. a legal practitioner in order to obtain legal advice or legal representation in relation to the Whistleblower Regime;B. in certain circumstances, the Commissioner of Taxation. The ATO has issued a guidance note on tax whistleblowers, which is linked in Part 7, if you wish to obtain further information regarding this.
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4. Procedure

4.1 How may disclosures be made?

Disclosures may be made in any form, for example in writing via email, in person or by telephone. However, to ensure confidentiality, you are encouraged to email a password protected written report identifying your concerns and, if you wish, your personal contact details. Disclosures can be made at any time of day (including outside of business hours).

You may make a protected disclosure on an anonymous basis, and remain anonymous throughout the investigation process and after an investigation is concluded, including by adopting a pseudonym. However, we want you as a whistleblower to feel comfortable raising your concern openly as anonymous disclosures may not be dealt with as effectively as direct reports to an eligible recipient within TerraCom. TerraCom also confirms that all whistleblowers who disclose their identity while making a protected disclosure will be afforded confidentiality protections in respect to their identity as outlined in the next Section.

4.2 How TerraCom will handle and investigate disclosures

TerraCom takes all protected disclosures seriously and, where appropriate, will investigate protected disclosures that are reported to an eligible recipient within TerraCom. All investigations into protected disclosures will be conducted fairly, without any bias or prejudice against either the whistleblower or any other person allegedly involved in the matter. This is to ensure the fair treatment of any individuals named in the protected disclosure or to whom the protected disclosure relates.

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TerraCom will need to make preliminary enquiries to:

- (a) assess whether the disclosure falls within the scope of the Whistleblower Regime; and
- (b) determine how best to progress the issues raised in the disclosure, including whether or not a full investigation will be necessary and possible.

If an investigation is necessary and possible then, depending on the nature of the disclosable matter, a protected disclosure will be either:

- (a) investigated internally (by management, internal audit, or the Human Resources Department); or
- (b) referred to the appropriate external person for investigation.

The referral of a protected disclosure for investigation will be done in accordance with the confidentiality obligations that TerraCom owes to the whistleblower. If compliance with TerraCom's confidentiality obligations will prevent it from conducting a fair investigation, TerraCom will discuss this with the whistleblower before progressing the matter.

It is important to understand that TerraCom may not be able to commence or progress with an investigation into a protected disclosure in some circumstances, for example because:

- (a) the whistleblower made the disclosure anonymously and did not provide any contact details for TerraCom to obtain further information from the whistleblower; or
- (b) TerraCom is unable to proceed with the investigation without disclosing the whistleblower's identity, but the whistleblower does not provide consent to such disclosure.

TerraCom will aim to keep the whistleblower informed of the progress of the investigation and its expected timescale. However, confidentiality concerns, if any, may prevent TerraCom from providing specific details of the investigation or any disciplinary action taken as a result. All staff should treat any information about the investigation as confidential.

No action will be taken against any individual implicated in a protected disclosure until an investigation has determined whether any allegations against them are substantiated. However, if appropriate, an implicated employee or officer may be temporarily stood down on full pay pending the outcome of the investigation.

4.3 Support for whistleblowers

By this Policy, TerraCom is committed to ensuring all personnel feel supported and able to raise issues which relate to any misconduct or improper state of affairs or circumstances within TerraCom.

Where a protected disclosure is made, TerraCom will reiterate the requirements of this Policy and the Whistleblower Regime with any person concerned in the investigation of the disclosure.

TerraCom will not tolerate any reprisals or threats of reprisals made against whistleblowers and will take appropriate steps to protect whistleblowers from such retaliation, consistent with the provisions of Section 4.1 of this Policy.

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As stated in Section 4.2, TerraCom will conduct investigations into protected disclosures in a manner which is fair in all of the circumstances and will have regard to the protections afforded to the whistleblower and the privacy and fair treatment of persons referred to in the disclosure, including those to whom the disclosure relates.

TerraCom will determine whether any disciplinary outcomes or other remedies are appropriate after an investigation into a protected disclosure is completed.

5. Protections for Whistleblowers

5.1 Legal protections under the Whistleblower Regime

If you have made a protected disclosure under the Whistleblower Regime, the following legal protections will apply to you.

(a) Confidentiality regarding your identity	<p>The Whistleblower Regime sets strict confidentiality obligations regarding your identity information if you make a protected disclosure.</p> <p>It is unlawful for TerraCom to disclose the identity or information that may lead to the identification of a whistleblower (Confidential Identity Information) unless TerraCom is authorised to do so under the Whistleblower Regime.</p> <p>There are limited circumstances in which TerraCom is authorised to disclose Confidential Identity Information, including:</p> <ul style="list-style-type: none">• if the disclosure is made with the whistleblower's consent; and• the disclosure is made to ASIC, APRA, a member of the Australian Federal Police (AFP) or another body prescribed by the regulations. <p>If you do disclose your identity when making a protected disclosure, the person who received your disclosure will treat your identity confidentially in accordance with the above confidentiality protections. This includes how TerraCom will handle and store documents regarding your protected disclosure.</p> <p>In some circumstances, it may be necessary for TerraCom to request your consent to disclose your identity in order to effectively progress with dealing with your protected disclosure. You are under no obligation to provide your consent, but we encourage you do so as it will enable us to fully investigate a protected disclosure and take appropriate action.</p> <p>If you do not consent to the disclosure of your identity, the matter may nevertheless be referred for investigation (where the non-disclosure of your identity does not prohibit or undermine the ability for any investigation to take place), but the investigator will be required to take all reasonable steps to reduce the risk of you being identified as a result of the investigation.</p>
(b) Protection from legal action	<p>Eligible whistleblowers who make a protected disclosure under the Whistleblower Regime are protected from certain legal action taken by TerraCom or any individuals for making the disclosure, including:</p> <ul style="list-style-type: none">• civil, criminal, and administrative (including disciplinary) action against the whistleblower; and• contractual action, including termination of a contract on the basis that making a disclosure is a breach of that contract.

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(c) Prohibition against victimisation	<p>It is unlawful for a person to:</p> <ul style="list-style-type: none"> engage in any conduct that causes any detriment; or make a threat to cause any detriment, <p>to a whistleblower or another person because the person engaging in the conduct believes or suspects that the other person or a third person made, may have made, proposes to make, or could make, a protected disclosure.</p> <p>"Detriment" includes dismissal, disciplinary action, harassment, discrimination, property damage, reputational damage and other types of damage to a person.</p> <p>Penalties apply for engaging in any of the conduct referred to above. Any person involved in the contravention may be found liable.</p> <p>If a person suffers, or is threatened, detriment in contravention of the Whistleblower Regime, the person may apply to the court for an order of compensation or another remedy against those who were involved in the contravention.</p>
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5.2 Protections for disclosures that fall outside the Whistleblower Regime

If your disclosure falls outside the Whistleblower Regime, it will be dealt with separately under one or more of the Company's HR policies.

If you do not meet the requirements set out in Part 3, then you will not qualify for the legal protections under the Corporations Act or the Tax Administration Act.

However, your disclosure may be protected under other legislation. For example, your disclosure may amount to the exercise of a workplace right. Under the *Fair Work Act 2009* (Cth), TerraCom is prohibited from taking adverse action against employees or contractors because they exercised or propose to exercise any workplace rights.

6. Other information

This Policy will be made available to employees and officers of TerraCom via e-mail distribution. Additionally, for third parties who are eligible to make a whistleblower disclosure, the policy will be published on the Group's website www.terracom.au.

If you would like further information about how this Policy works and what it covers, please contact TerraCom's Company Secretary, who will treat your discussions confidentially.

It is a condition of any employment by TerraCom that all employees comply with this Policy at all times. However, this Policy does not form part of any employee's contract of employment with TerraCom.

Breach of this Policy by an employee of TerraCom may be regarded as misconduct and may lead to disciplinary action up to and including termination of employment.

TerraCom will review this Policy periodically as required and may amend it from time to time.

7. References

Part 4.AAA of the *Corporations Act 2001* (Cth)

Part IVD of the *Taxation Administration Act 1953* (Cth)

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[ASIC Information Sheet on Whistleblower Rights and Protections \(INFO 238\)](#)

[APRA's Guide on Becoming a "Whistleblower"](#)

[ATO's Guide on Tax Whistleblowers](#)

8. Review

The Company Secretary will conduct an annual review of this Policy to ensure that it continues to reflect the most current guidance provided by the ASX.

The Board approves any amendments to this Policy.

9. Publication of the Policy

This Policy is made available to all Officers of the Group and published on the Group's website www.terracom.au.

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