



Whistleblower Policy

Trimantium GrowthOps Limited (ACN 621 067 678) ("**Company**")

Updated and ratified by the Board October 2020

WHISTLEBLOWER POLICY

1 Policy Details

1.1 Policy Statement

This policy applies to Trimantium GrowthOps Limited ABN 80 621 067 678 including all of its affiliates and subsidiaries (**GrowthOps**).

GrowthOps is committed to the highest standards of conduct, ethical behaviour and the promotion of a culture of honesty, corporate compliance and corporate governance. GrowthOps' "Code of Conduct" establishes these standards, including a WhistleBlower Protection Clause. This *Whistleblower Policy* however sets out more specifically, the protection and mechanisms available under the Australian Federal Government's 2019 whistleblower legislation to ensure that people have the ability to anonymously report unethical or illegal behaviour occurring in Australian businesses.

Employees or clients are often the first to realise that there may be something seriously wrong within the workplace, however may not wish to speak up for fear of appearing disloyal or concerns about being victimised.

Whistleblowing refers to the act of raising concerns about potential, suspected or actual misconduct within GrowthOps. GrowthOps encourages the reporting of any instances of any suspected unethical, illegal, fraudulent or undesirable conduct and provides protections and measures so that those individuals who make a disclosure ('**disclosers**') can report an incident in confidence and without fear of intimidation, disadvantage or reprisal.

1.2 Purpose of the policy

The objective of this policy is to:

- promote an open and transparent culture at GrowthOps
- encourage disclosures (and deterrence) of wrongdoing, in line with the GrowthOps' risk management and governance framework;
- ensure individuals who disclose wrongdoing can do so safely, securely and with confidence that they will be protected and supported;
- ensure disclosures are dealt with appropriately and on a timely basis;
- provide transparency around GrowthOps' framework for receiving, handling and investigating disclosures;
- support GrowthOps' values and code of conduct;
- support GrowthOps' long-term sustainability and reputation;
- meet GrowthOps' legal and regulatory obligations; and
- align with the ASX Corporate Governance Principles and Recommendations and relevant standards.

1.3 Who this policy applies to

A whistleblower is a person who discloses information, where they are witness to an actual or suspected wrongdoing.

Eligible whistleblowers of GrowthOps are individuals who are, or have been, any of the following:

- an officer or employee (current and former, whether permanent, part time, fixed term or temporary, interns, secondees, managers and directors);
- a supplier of services of goods to GrowthOps (whether paid or unpaid), including their employees (eg: current and former contractors, consultants, service providers and business partners);
- an associate of GrowthOps; and/or
- a relative, dependant or spouse of an officer or employee (current and former, whether permanent, part time, fixed term or temporary, interns, secondees, managers and directors) or spouse of current and former contractors, consultants, service providers and business partners.

2 Scope

2.1 Types of Disclosable matters that qualify for protection

2.1.1 Potential misconduct

Under this policy, the discloser has the right to disclose matters involving wrongdoings related to GrowthOps and/or its related entities business operations and practices. This includes any suspected or actual misconduct where you believe that a GrowthOps director, executive, manager, contractor, supplier, or other person engaging in business dealings with GrowthOps has engaged or attempted to engage in conduct, believed to be illegal, corrupt or unethical, including but not limited to:

- breaches of legislation, regulations or local government by-laws;
- an illegal activity (such as theft, drug sale/use, violence or threatened violence or criminal damage against property) or any other offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- dishonesty or fraud;
- perversion of the course of justice;
- unreasonably endangering health and safety or the environment;
- concerns of any other kind of serious misconduct or an impropriety;
- substantial wasting of resources causing financial or non-financial loss, or detrimental to the interests or reputation of GrowthOps;
- serious improper conduct or an improper state of affairs; or
- an unethical breach of the GrowthOps policies (such as breaches of its Code of Conduct or anti-bribery and corruption policy or procedures).

The discloser should note that their disclosure can still qualify for protection under this policy even if their disclosure turns out to be incorrect.

2.1.2 Personal work-related grievances

Under this policy, personal work-related grievances are those that relate to the discloser's current or former employment with GrowthOps and have, or tend to have, implications for the discloser personally, but do not:

- have any other significant implications for GrowthOps (or another entity); or

relate to any conduct, or alleged conduct, about a disclosable matter.

Any personal work-related grievances should be addressed directly with your manager or with HR and are outside the scope of this policy.

Please note that a personal work-related grievance may still qualify for protection under this Policy and the whistleblower legislation under the *Corporations Act 2001* (Cth) (**Corporations Act**) where:

- it includes information about misconduct, or is accompanied by a personal work-related grievance (mixed report);
- GrowthOps 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 relates to information that suggests misconduct beyond the discloser's personal circumstances;
- the discloser suffers from or is threatened with detriment for making a disclosure; or
- the discloser seeks legal advice or legal representation about the operation of the whistleblower protections under the Corporations Act.

GrowthOps considers the below to be some examples of grievances that may be personal work-related grievances:

- an interpersonal conflict between the discloser and another GrowthOps employee;
- a decision that does not involve a breach of workplace laws;
- a decision about the engagement, transfer or promotion of the discloser;
- a decision about the terms and conditions of engagement of the discloser;
- a decision to suspend or terminate the engagement of the discloser; or otherwise to discipline the discloser.

2.2 Who can receive a disclosure

GrowthOps has both informal and formal ways in which concerns can be raised depending on the circumstances.

Any person considered to be either a director, or the company secretary of GrowthOps can receive a disclosure. A senior manager in the executive team who is not the Company Secretary or Director can also receive a disclosure, along with any legal practitioners retained by the business.

As at the date of this policy, the following GrowthOps personnel can be contacted to receive a disclosure (**Disclosure Officers** or **DO**)

- **Chief Executive Officer:** clint.cooper@growthops.com.au
- **Chief Financial Officer & Company Secretary:** craig.mcmenamin@growthops.com.au
- **Chief Operating Officer:** monika.kwiatkowski@growthops.com.au
- **Human Resources Director:** kellie.shaffier@growthops.com.au

If the above personnel are implicated in the allegation of misconduct, or otherwise cannot act due to a conflict of interest, disclosures can be made to GrowthOps' Legal Counsel:

- **Legal Counsel:** avishan.bird@growthops.com.au

or to **any non executive director of the GrowthOps Board.**

3 How to make a disclosure

3.1 Anonymous Reports

A report under this policy may be submitted to the above personnel if you choose to not disclose your identity. Individuals covered by this policy may also have the option of providing their details to external parties under the “External Reporting” process below..

Appendix A “Misconduct Report Form (“MRF”) can be used to file a disclosure by email to any of the individuals in section 2.2 of this policy.

3.2 Internal Reporting

Disclosers are encouraged to make internal reports to any of the recipients as set out under section 2.2 of this policy.

A discloser must provide information to assist any inquiry or investigation of the wrongdoing disclosed.

GrowthOps will investigate all matters reported under this policy. Where a report is submitted anonymously, GrowthOps will conduct the investigation and its enquiries based on the information provided to it.

3.3 External Reporting

It is GrowthOps’ preference that disclosers do not discuss internal matters with external parties. GrowthOps’ policies (including this policy) provide appropriate internal mechanisms to raise Misconduct

However, nothing in this policy should be interpreted as restricting a discloser from reporting misconduct to an external party if that is required or permitted by any relevant law or regulation

Disclosers may make disclosures to GrowthOps’ external auditors or any other recipient prescribed by law. A discloser who intends to report outside of GrowthOps should take reasonable steps to apprise themselves of the law as it applies to such disclosures.

A discloser can choose to remain anonymous while making a disclosure, over the course of the investigation and after the investigation is finalised. A discloser can refuse to answer questions that they feel could reveal their identity at any time, including during follow-up conversations. GrowthOps suggests that a discloser who wishes to remain anonymous should maintain ongoing two-way communication with the entity, so the entity can ask follow-up questions or provide feedback.

As a part of an internal investigation, GrowthOps may elect to appoint external investigators where deemed appropriate. An external investigator must have internal independence of line management in the area affected by the wrongdoing disclosure.

Any investigation undertaken (whether internal or external) will be conducted in an

objective and fair manner, as is reasonable and appropriate having regard to the nature of the disclosure and the circumstances.

4 Protection of whistleblowers

4.1 Legal Protection

Concerns raised under this policy are treated with confidence and sensitivity and are dealt with objectively in a timely manner and in accordance with all supporting procedures.

All reports will be assessed and considered by GrowthOps and a decision will be made as to whether they are to be investigated in accordance with this policy.

Where a person makes a disclosure, GrowthOps will take steps to ensure:

- the identity of the discloser is protected and treated with confidentiality as detailed in section 5 of this policy;
- civil, criminal and administrative liability protections are available to the discloser.

These protection measures will also apply to disclosures made to legal practitioners, regulatory and other external bodies, and public interest and emergency disclosures that are made in accordance with the Corporations Act.

There are protections under applicable laws for those making a report under this policy, including protection from legal action for making a disclosure. This does not include protection from any legal action for illegal or improper conduct the discloser may have engaged in that is revealed as a result of his/her report.

4.2 Support and practical protection for disclosers

GrowthOps has a legal responsibility to ensure that it provides both adequate support and practical protection for disclosers. This may include use of the Employee Assistance Scheme (GrowthOps employees and officers only) or other practical alternatives.

In order to obtain such protection, the discloser must have made the disclosure with reasonable grounds to do so. This is to ensure that all employees are treated fairly and resources are not misused. Protection is not afforded where the disclosure is deemed to be:

- trivial or vexatious in nature with no substance. This will be treated in the same manner as a false report and may itself constitute wrongdoing; or
- unsubstantiated allegations that are found to have been made in a malicious manner, or knowingly to be false. GrowthOps takes these matters seriously and as a result, an individual may be subject to disciplinary action that could include dismissal or termination of services with GrowthOps.

The discloser should note that any false representations made as a part of the disclosure, may not protect the discloser from the consequences that may flow from their involvement in the wrongdoing itself.

A person's liability for their own conduct is not affected by their report of that

conduct under this policy.

Any active cooperation in the investigation, an admission and remorse may be considered when considering disciplinary or other action.

However, in the instance where a discloser may be implicated in the wrongdoing they will not be subject to any actual or threatened retaliatory action or victimisation in reprisal for making a report under this policy.

As a part of ensuring that the investigation is carried out appropriately, GrowthOps will ensure that all concerns raised via a disclosure will be investigated thoroughly by a suitably qualified party. If the discloser thinks their disclosure has not been dealt with sufficiently, they may raise the concern with the CEO, if they have not already done so, or report this concern under this policy.

5 Dealing with a disclosure

5.1 Handling and investigating a disclosure

All reports of Misconduct will be treated seriously and assessed to determine whether:

- they fall within this Policy; and if so
- an Investigation is required.

Investigations are to be undertaken by the Investigating Officer (**IO**) designated by the Disclosure Officers in section 2.2 of this policy. The IO responds to all concerns raised and reports back to the Disclosure Officers.

Following a report of Misconduct, either internally or externally, the following procedure will be followed:

1. The Eligible whistleblower completes a Misconduct Report Form (**MRF**) attached at Appendix A of this policy and confidentially forwards it to any of the Disclosing Officers. Please note that the identity of the Whistleblower will be kept confidential at all times, except in the limited circumstances permitted by the law
2. The appointed IO reviews the MRF, determines the substance of the allegations and forms a recommendation as to the appropriate manner of investigation (if any).
3. The IO recommends to the DO whether an investigation should proceed, and if so, how that investigation might proceed. The DO then informs the Whistleblower.
4. The IO determines necessary resources and secures access to those resources, including where necessary, other employees or external professional help (including lawyers, accountants, forensic analysts or operational experts).
5. The IO conducts an investigation to gather relevant facts and evidence under the guidance of the Legal Counsel or such other appointed legal advisors. This may include speaking with the Whistleblower (if possible) and interviewing witnesses.
6. The designated IO will consider process/control improvements (risk assessments, audits, etc.)
7. The IO presents the evidence to the Legal Counsel and prepares a report under the direction of the Legal Counsel.
8. The final investigation report is shared with the CEO and/or the Directors as appropriate and remedial actions (if any) applied.

9. The DO advises and debriefs the discloser. A copy of the investigation report will not be made available due to matters of privacy, confidentiality and/or legal privilege.

Conduct of the Investigation

The IO will conduct an evidence-based Investigation consistent with the requirements outlined in this policy. GrowthOps will take reasonable steps to ensure that the investigation is conducted in an unbiased and timely manner. Where appropriate and subject to requirements to maintain confidentiality, accused parties shall be entitled to a right of reply to the IO and to put evidence in support of their position as part of the investigation. Accused parties must submit their evidence in a timely manner and GrowthOps may set reasonable timelines to submit such evidence.

Fair treatment of employees mentioned in disclosures

GrowthOps' will endeavour to ensure that any investigation process is confidential and fair and to maintain the privacy of employees who are mentioned in a disclosure (or to whom a disclosure relates).

GrowthOps will ensure that the discloser will be provided with regular updates, however the frequency and timeframe will vary and depend on the nature of the disclosure.

5.2 Record keeping

All information, documents, records and reports relating to the investigation of reported misconduct will be confidentially stored and retained in an appropriate and secure manner and subject to legal privilege. 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 or legal purposes) will be a breach of this policy and will be dealt with under GrowthOps disciplinary procedures.

5.3 Ensuring fair treatment of individuals mentioned in a disclosure

GrowthOps will take the following measures to ensure that there is fair treatment of any disclosures made to its nominated personnel:

- disclosures will be handled confidentially, when it is practical and appropriate in the circumstances;
- each disclosure will be assessed and may be the subject of an investigation;
- the objective of an investigation is to determine whether there is enough evidence to substantiate or refute the matters reported;
- when an investigation needs to be undertaken, the process will be objective, fair and independent;
- an employee who is the subject of a disclosure will be advised about the subject matter of the disclosure as and when required by principles of natural justice and procedural fairness and prior to any actions being taken—for example, if the disclosure will be the subject of an investigation; and
- an employee who is the subject of a disclosure may contact the GrowthOp's support services as provided by its Human Resources Director.

6 Administration

6.1 Where can I obtain further information?

The Company Secretary is responsible for administering this policy and can provide any further information required.

6.2 Ensuring the policy is easily accessible

GrowthOps makes this policy available via its website and also incorporates the policy in employee induction information packs and training for new starters.

GrowthOps also commits to conduct education and training regarding its whistleblower policy, processes and procedures to every employee, as well as ensuring that all levels of management within GrowthOps, particularly line managers, receive appropriate training in how to effectively deal with disclosures.

6.3 Review of this policy

The Board will review this policy from time to time to ensure its effectiveness, suitability and to update any internal control systems and procedures required to minimise risk of non-compliance. This policy may be amended by resolution of the Board.

Updated by the Board October 2020

APPENDIX A

MISCONDUCT REPORT FORM

The purpose of this form is to facilitate the report of allegations of 'misconduct' under GrowthOps' Whistleblower Policy. Please provide the following details if you have reasonable grounds to suspect that Misconduct has occurred. Please note that, if possible, you may be called upon to assist in the investigation.

Please follow the guidelines as laid out under this policy when filling out this form.

REPORTER'S CONTACT INFORMATION

Important note: To enable GrowthOps to properly investigate and respond to your disclosure, we encourage (but do not require) you to provide your name when making the disclosure. If you are comfortable doing so, we will provide your identity to those at GrowthOps who are in charge of investigating whistleblower disclosures (Disclosing Officers). We will then be able to easily provide you with information about the status of any investigation into your disclosure. Therefore, we ask you to please provide your written consent to do so. If you are not comfortable being identified internally, GrowthOps will respect your wishes and maintain confidentiality of your identity. In this scenario, we recommend setting up an anonymised email address to maintain an ongoing two-way communication with GrowthOps (e.g. parties asking follow-up questions or provide feedback). In any case, please note that the person investigating the disclosure may not be able to easily provide you with information about the status of any investigation into the conduct.

Note that there are certain circumstances permitted by law in which GrowthOps is permitted to disclose your identity - these are set out in GrowthOps's Whistleblowing Policy. However please note that GrowthOps will take all reasonable steps to avoid doing so unless necessary and permitted by the law

NAME/ PSEUDONYM	
CONTACT NUMBER	
EMAIL ADDRESS	

Briefly describe the alleged misconduct below and provide any supporting documentation, if available. If there is more than one allegation of misconduct, number each allegation and use as many pages as necessary.

1. What is the alleged misconduct that occurred?

2. When and how did the alleged misconduct come to your attention?

3. Who was involved in the alleged misconduct?

4. When did the alleged incident of misconduct occur?

5. Where did the alleged misconduct occur?

6. Is there any supporting evidence to substantiate the alleged misconduct? If so, please describe and annex to this form (e.g. documents, emails or the name of any potential witnesses).

7. Do you have any other details or information which may assist us to investigate this matter?

8. Any other comments?

Please read the following statement before signing this form:

Disclosers must ensure as far as possible, that reports of misconduct are based on a reasonable suspicion that misconduct has occurred. Reports should be factually accurate, complete, based on firsthand knowledge (not hearsay) and without material omission. Where it is established that the report is deliberately false or that there was no reasonable basis for suspecting the misconduct referred to in the report, then the Whistleblower may be subject to disciplinary proceedings up to and including dismissal. The protections for disclosers referred to under this policy, and at law, are not available if a disclosure is made without reasonable grounds and is deliberately false. Please refer to this policy for guidance.

DATE:	SIGNATURE:
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Next Steps:

Please submit this Form to a Disclosing Officer, as defined in section 2 of this policy. This form will be confidentially forwarded on from the Disclosing Officer who will select an appropriate investigator to investigate the alleged misconduct.