



REX MINERALS LTD

ACN 124 960 523

WHISTLEBLOWING POLICY



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1. About this Policy

Background

- 1.1 Rex Minerals Limited is committed to the highest standards of conduct and ethical behaviour in all of our business activities, and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance.
- 1.2 This Whistleblowing Policy (**Policy**) applies to Rex Minerals Limited and all of its Australian subsidiaries (the **Rex Group**).
- 1.3 This Policy relates to the protection of those 'speaking-up' about misconduct (also known as 'whistleblowers') and how the Rex Group will respond to reports of misconduct in relation to its Australian operations. The Rex Group is committed to detecting and addressing misconduct and ensuring that those who become aware of misconduct can report it without being concerned that it will negatively affect them or their position.

Interaction with Australian Whistleblowing Legislation

- 1.4 There are specific provisions under Australian legislation which provide whistleblowers with legal rights in relation to certain types of disclosures.
- 1.5 For the Rex Group, the relevant legislation is the *Corporations Act 2001* (Cth) (sections 1317AA to 1317AJ) and the *Taxation Administration Act 1953* (Cth) (sections 14ZZT to 14ZZZE) (the **Whistleblowing Legislation**). The protections under the Whistleblowing Legislation only apply to certain types of disclosures, known as **Qualifying Disclosures**. To assist our staff to understand when those statutory protections are available, additional information about the Whistleblowing Legislation is set out in **Annexure A** and we have identified in this Policy where there are specific requirements under the Whistleblowing Legislation for a report to be a Qualifying Disclosure.
- 1.6 This Policy contains a summary of parts of the Whistleblowing Legislation, and for further detail, you should refer to the text of that legislation. This Policy is not intended to override any rights or obligations you may have under the Whistleblowing Legislation.

Link between the Rex Group's other policies

- 1.7 This Policy should be read together with the following Rex Group policies:
 - (a) the Code of Conduct and Statement of Values;
 - (b) Privacy Policy;
 - (c) Continuous Disclosure Policy;
 - (d) Share Trading Policy; and
 - (e) any other relevant Rex Group policies that may be issued from time to time.
- 1.8 Those policies are available digitally via the Company's SharePoint, under "10 Controlled Documents".
- 1.9 To the extent that there are any inconsistencies between this Policy and the policies listed above, this Policy will take priority.

Access to Policy

- 1.10 A copy of this Policy is accessible to all employees and officers of the Rex Group via:
 - (a) the Rex Group's external website www.rexminerals.com.au; and
 - (b) the Rex Group's Share Point, under "10 Controlled Documents".

2. Making a Report

- 2.1 It is important that the Rex Group is aware of any information which allows it to appropriately manage risks to its employees, its customers, its property, its business and its reputation.
- 2.2 If you have reasonable grounds to suspect that you have information concerning:
- (a) misconduct (which includes fraud, negligence, default, breach of trust and breach of duty) or an improper state of affairs in relation to the Rex Group or any related body corporate of the Rex Group; or
 - (b) misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Rex Group or an associate of the Rex Group (**Tax Disclosures**),
- then this is a disclosable matter under the Whistleblowing Legislation.
- 2.3 Some examples of conduct which should be reported under this Policy include:
- (a) corrupt, fraudulent or other illegal conduct or activity; or
 - (b) conduct involving substantial risk to public health and safety, the environment or to the stability of, or confidence in, the financial system (even where that conduct does not involve a breach of a particular law).
- Some additional examples of conduct that would be a disclosable matter are included at **Annexure A**.
- 2.4 The Rex Group expects all employees, officers and contractors to report any disclosable matters. Failure to report disclosable matters may result in disciplinary action.
- 2.5 You should also report misconduct which may not amount to a 'disclosable matter', but which otherwise is a serious breach of Rex's Code of Conduct or is wholly inappropriate conduct. Reports in relation to such conduct will entitle you to the protections under this Policy even if the conduct you report is not a disclosable matter under the Whistleblowing Legislation and will not entitle you to the legislative protections. Examples of this type of conduct may be:
- (a) any serious breach of Rex's Code of Conduct;
 - (b) any breach of the ASX Listing Rules; or
 - (c) conduct in breach of any state or Commonwealth regulations or guidelines.

What matters should not be reported under this Policy?

- 2.6 Personal work-related grievances should not be reported under this Policy and are not protected under the Whistleblowing Legislation.
- 2.7 Some examples of matters which should not be reported under this Policy include:
- (a) a staff member's dissatisfaction with their pay (unless the staff member's grievance relates to discriminatory conduct); or
 - (b) a staff member's failure to receive a promotion on grounds unrelated to discriminating conduct.
- 2.8 In some circumstances, a personal work-related grievance may amount to a disclosable matter. For example, this may occur where:
- (a) a personal work-related grievance includes information about misconduct;
 - (b) the disclosure relates to the breach of employment or other laws punishable by imprisonment for a period of 12 months or more;
 - (c) the personal work-related grievance suggests misconduct beyond the whistleblower's personal circumstances;

- (d) the whistleblower suffers from or is threatened with detriment for making a disclosure; or
- (e) the whistleblower seeks legal advice or legal representation about the operation of the Whistleblowing Legislation.

Who can make a whistleblowing report?

2.9 The following people are eligible to make reports under this Policy:

- (a) an officer of the Rex Group, which includes directors of the board and the company secretary of the Rex Group;
- (b) an employee of the Rex Group;
- (c) an individual who supplies services or goods to the Rex Group;
- (d) an employee of a supplier of services or goods to the Rex Group;
- (e) an individual who is an associate of the Rex Group (this includes directors and secretaries of both the Rex Group and any related bodies corporate);
- (f) a spouse, child or other relative of an individual listed above;
- (g) a dependant of any individual listed above or of their spouse; or
- (h) someone who was formerly any of the above (eg. a former employee).

2.10 Under the Whistleblowing Legislation, the persons listed above are all (including in relation to Tax Disclosures).

Who to report conduct to

2.11 Reports can be made confidentially and anonymously at any time via either of the following methods:

- (a) to the Protected Disclosure Officers, or
- (b) to the Your Call Whistleblowing Solutions external hotline.

2.12 Whistleblowers are encouraged to directly report any disclosure via the methods listed in paragraph 2.11 above. Reporting a disclosure to a Protected Disclosure Officer or to the Your Call Whistleblowing Solutions will mean that the report has been made to an **eligible recipient** under the Whistleblowing Legislation.

2.13 Under the Whistleblowing Legislation whistleblowers may also report such information to the following additional '**eligible recipients**':

- (a) an officer of the Rex Group and related bodies corporate;
- (b) an auditor, or a member of an audit team conducting an audit of the Rex Group or any related body corporate of the Rex Group;
- (c) an actuary of the Rex Group or any related body corporate of the Rex Group;
- (d) any person authorised by the Rex Group to take disclosures (being those persons nominated in paragraph 2.11 above); or
- (e) a senior manager of the Rex Group or any related body corporate of the Rex Group. Senior managers are generally those people who make, or participate in making, significant business decisions of the Rex Group.

2.14 Where the information to be reported relates to the tax affairs of the Rex Group or an associate of the Rex Group, whistleblowers are still encouraged to report via the methods set out in paragraph 2.11 above.

2.15 Additionally, the Whistleblowing Legislation allows whistleblowers to make Tax Disclosures to the following '**eligible recipients**':

- (a) a registered tax agent or Business Activity Statement (**BAS**) agent who provides tax agent services or BAS services to the Rex Group;
 - (b) a senior manager of the Rex Group as described above in paragraph 2.13(e);
 - (c) any other employee or officer (within the meaning of the Corporations Act 2001 (Cth)) of the Rex Group who has functions or duties that relate to the tax affairs of the Rex Group.
- 2.16 Under the Whistleblowing Legislation, whistleblowers may also report disclosable matters to:
- (a) the Australian Securities and Investments Commissions (**ASIC**);
 - (b) the Australian Prudential Regulation Authority (**APRA**);
 - (c) in relation to Tax Disclosures, the Commissioner of Taxation (**ATO**); or
 - (d) any other prescribed Commonwealth authority or regulator.
- 2.17 However, if a whistleblowing report is made to one of these regulators the Rex Group will not automatically become aware of that report and therefore may not be able to respond to it in accordance with this Policy.
- 2.18 A report will also qualify for protection where an eligible whistleblower makes a disclosure to a legal practitioner for the purposes of obtaining legal advice or legal representation about the operation of the Whistleblower Legislation, even in circumstances where the legal practitioner concludes that a disclosure does not relate to a 'disclosable matter'.
- 2.19 A whistleblower can obtain additional information about making a disclosure by contacting a Protected Disclosure Officer.

How to make a disclosure

- 2.20 Disclosures are most useful when they include key information that offers actionable insight. Disclosures should include as much of the following information as possible if known by the person reporting the misconduct:
- (a) **What** occurred – describe the act that is suspected or has been witnessed. It is useful to also describe what should have happened, so the report taker is clear about the nature of misconduct being described. Report what occurred; the sequence of events leading up to witnessing the act; steps observed and any actions taken to confirm suspicions or observations.
 - (b) **How** the misconduct was executed – describe any factors that may have enabled the misconduct or contributed to misconduct going undetected, being concealed or being previously unidentified.
 - (c) **Where it occurred** – the physical location/address where the misconduct occurred; the work location of those perpetrating misconduct or the location where the misconduct was observed.
 - (d) **When the misconduct occurred** – key dates of actions suspected or observed relating to the misconduct being disclosed. If a series of events occurred, offer these in chronological order if possible.
 - (e) **Who was involved** – offer names and job titles of those associated with the misconduct if known or information that may help identify those that may have been associated with the misconduct. Also offer names of others that may have witnessed or played a role in the acts being reported.

Anonymous disclosures

- 2.21 Whistleblowers are able to make an anonymous disclosure and still be entitled to the protections set out in this Policy and under the Whistleblowing Legislation if the other requirements for making the disclosure are complied with. Whistleblowers can remain anonymous over the course of the

investigation and after any investigation has been finalised. A whistleblower may refuse to answer questions that they feel could reveal their identity during follow-up conversations.

- 2.22 However, if the whistleblower's identity is not provided when making a whistleblowing report this:
- (a) may prevent the Rex Group from re-contacting the whistleblower confidentially to clarify or confirm information supplied;
 - (b) may impact on the Rex Group's ability to proceed with investigation - if there are gaps in information supplied that cannot be clarified directly in confidence with a whistleblower;
 - (c) will prevent the Rex Group from updating the whistleblower on the Rex Group's efforts taken in response to their disclosure; and
 - (d) may affect the Rex Group's ability to take steps to protect the whistleblower from detriment.
- 2.23 Whistleblowers who make anonymous reports are encouraged to maintain ongoing two-way communication so that the Rex Group, where appropriate, can ask follow-up questions and/or provide feedback.
- 2.24 Even if a whistleblower does not make the report on an anonymous basis the person receiving the report is not permitted to reveal the identity of the whistleblower, or information that is likely to lead to the identification of the whistleblower, except in certain circumstances as set out in section 5 below.

Disclosures outside of the Rex Group

- 2.25 Generally only reports that are made to the recipients set out in this Policy will ensure protections are afforded to the whistleblower making the report. **Making reports to others outside the Rex Group, except to the appropriate regulator or to a legal practitioner, will not obtain the protection of the Whistleblowing Legislation or any other protections provided by this Policy.** This is because it is important to ensure that confidential information belonging to the Rex Group is not disclosed outside of the Rex Group.
- 2.26 There are two categories of disclosure that a whistleblower may make to a journalist or a Member of Parliament and still obtain the protections of the Whistleblower Legislation. These are called Public Interest Disclosures and Emergency Disclosures and further details in relation to these types of disclosures are set out in Annexure A.
- 2.27 Unless a disclosure is being made under those provisions, speaking to a journalist or a member of parliament about confidential information in relation to the Rex Group without authorisation is not permitted and may be a disciplinary offence.

3. Handing of reports

Investigation of reports

- 3.1 All reported disclosures will be reviewed, and where appropriate will be investigated at the earliest opportunity. Any findings will be managed promptly. The way a disclosure is managed depends on what it involves and will be dealt with on a case by case basis. The Rex Group will generally assess each disclosure to determine if it qualifies for protection and whether a formal, in-depth investigation is required.
- 3.2 Investigations will be subject to the confidentiality and other protections set out under this Policy and will be undertaken by the appropriate person, in and/or outside the Rex Group, depending on the nature of the investigation.
- 3.3 In order to ensure that any investigations and actions undertaken are fair and unbiased, it may be necessary to:

- (a) obtain specialist, independent advice including trained investigation staff from either inside the Rex Group or refer the matter confidentially to a third-party investigation firm, if deemed appropriate having regard to the nature of the disclosable matter(s);
 - (b) appoint a person to assist in the investigation of a matter which is the subject of a report; or
 - (c) refer the matter to the police or law enforcement where disclosures refer to, or includes, criminal behaviour.
- 3.4 In the conduct of an investigation, the Rex Group may proceed as follows:
- (a) determine the nature and scope of the investigation;
 - (b) speak to anyone who may be affected or involved in the disclosure so that they are provided with the opportunity to respond to the allegation(s);
 - (c) consider these responses; and
 - (d) speak to witnesses (where there is a dispute as to the facts surrounding the allegations).
- 3.5 The findings of any investigation into a disclosure (together with any remediation action plan) will be subject to the record-keeping and confidentiality obligations set out in this Policy. The method for documenting and reporting the findings will depend on the nature of the disclosure. In most cases, a final investigation report will be provided to the Audit and Risk Committee. Where necessary, any final investigation report may be redacted to protect the whistleblower's identity or information that may identify the whistleblower.

Personal Interests

- 3.6 A whistleblower is encouraged to reveal, at the outset, any personal interest or involvement they may have in the matter. A failure to disclose any personal interests will not prevent the reported disclosure being investigated pursuant to this Policy.

Fair treatment of employees that are the subject of a disclosure

- 3.7 The Rex Group is also committed to ensuring the fair treatment of employees and other persons engaged by the Rex Group who are mentioned in reports of disclosable matters, or to whom such disclosures relate. Fair treatment of those persons implicated in a misconduct disclosure includes but is not limited to:
- (a) the opportunity to be 'heard' on, and respond to the allegations as against them before any adverse findings are made against them; and
 - (b) the opportunity to have their responses considered by the Rex Group and, in appropriate circumstances, investigated.
- 3.8 During any investigation into a report of disclosable matters, the Rex Group extends support and protection to employees, officers and others engaged by the Rex Group and implicated in the report until such investigation has concluded and claims have been proven or dismissed. Any suspected adverse or detrimental treatment in this regard should be reported to a Protected Disclosure Officer so that these matters may be addressed.
- 3.9 The Rex Group will endeavour to respond promptly to any complaints raised by parties who are the subject of a disclosure where such party has concerns about unfair treatment in the context of assessment of, and investigation into the disclosable matter.

Providing updates to those making misconduct disclosures

- 3.10 The Rex Group will, where appropriate, provide the whistleblower with updates at various stages of any investigation into the disclosure. Any updates supplied to a whistleblower may need to be limited in order to also preserve the confidentiality of an investigation and the privacy of those potentially affiliated, named, implicated or associated with the matters disclosed. The frequency and detail of any updates supplied (where appropriate), and the initiation or resolution of any

potential subsequent investigation, may vary according to the matters reported and the context of the misconduct disclosed. Any updates will be provided to the whistleblower by a Protected Disclosure Officer.

- 3.11 The Rex Group will, where appropriate, advise the whistleblower of the conclusion of any investigation and may provide the whistleblower with details of the outcomes of that investigation. Where claims cannot be substantiated, and the whistleblower's identity is known – The Rex Group reserves the right to deem a disclosure closed and notify the whistleblower accordingly.

Proven misconduct

- 3.12 The Rex Group reserves the right to institute performance management or take other disciplinary action, including termination of employment or engagement, in relation to those found to have committed corporate misconduct.
- 3.13 The Rex Group also reserves the right to refer matters to law enforcement or regulatory bodies at any time should the misconduct in The Rex Group's reasonable opinion warrant such a referral.

4. False Reports

Consequences for knowingly making false or vexatious reports

- 4.1 Whistleblowers must have reasonable grounds for the claims made in their disclosures. However, a whistleblower is not required to prove their allegations and can still qualify for protection even if their disclosure turns out to be incorrect.
- 4.2 Where it is shown that a person making a report has made malicious, false or vexatious allegations of improper conduct, then the making of that report will be considered a serious matter and may render the person concerned subject to disciplinary proceedings which may include demotion, suspension or termination of employment. However no action will be taken against an employee who makes a report, based on reasonable grounds to suspect misconduct or an improper state of affairs, which is not substantiated in a subsequent investigation.

5. Protection and Support of Whistleblowers

Protecting confidentiality

- 5.1 You may choose to make a report on an anonymous basis, however, there are a number of advantages in connection with the investigation process if you disclose your identity.
- 5.2 If you do disclose your identity and you are an 'eligible whistleblower' who is making a disclosure protected by the Whistleblowing Legislation via the methods set out in paragraph 2.11 above or to other 'eligible recipients', the recipient has an obligation to keep your identity confidential. This includes keeping confidential information which could lead to the disclosure of your identity.
- 5.3 The Rex Group has the legal right to share a whistleblower's identity if reasonably necessary to refer an incident to authorities (such as ASIC, APRA and the Australian Federal Police (AFP) or other prescribed body) who may wish to pursue the matter.
- 5.4 Under the Whistleblowing Legislation, it is also permissible to:
- disclose information regarding the suspected or actual wrongdoing disclosed without revealing the whistleblower's identity or information that is likely to lead to the identification of the whistleblower;
 - disclose information other than the whistleblower's identity if it is reasonably necessary for the purposes of the investigation and all reasonable steps are taken to reduce the risk that the whistleblower will be identified;

- (c) disclose the identity of a whistleblower, or information likely to lead to his or her identification to a legal practitioner for the purposes of obtaining legal advice or representation in relation to the disclosure; or
 - (d) disclose the identity of a whistleblower where such disclosure is made with the consent of the whistleblower.
- 5.5 In order to allow for a proper investigation of the matter, and to provide support to the whistleblower, the recipient of your disclosure may ask you to consent to the disclosure of your identity to certain people where reasonably necessary for the purposes of investigating matters the subject of your report.
- 5.6 To ensure the confidentiality of a whistleblower's identity, the Rex Group will ensure:
- (a) all personal information or reference to the whistleblower witnessing an event will be redacted;
 - (b) the whistleblower will be referred to in a gender-neutral context;
 - (c) where possible, the whistleblower will be contacted to help identify certain aspects of their disclosure that could inadvertently identify them; and
 - (d) disclosures will be handled and investigated by qualified staff.
- 5.7 **If you are the recipient of a report from a whistleblower relating to a disclosable matter, you must not reveal the identity, or information that is likely to lead to identification, of the whistleblower without the written consent of the whistleblower or without the express permission from a Protected Disclosure Officer to make the disclosure. Such action is illegal and may constitute a criminal offence.**
- 5.8 Whistleblowers can be assured that any information released in breach of this Policy will be treated seriously and may result in disciplinary action, including dismissal. A breach of this Policy may in certain circumstances also result in criminal sanctions. Whistleblowers should report any suspected or actual breaches of confidentiality to a Protected Disclosure Officer. A whistleblower may also lodge a complaint with a regulator, such as ASIC or APRA, for investigation.

General protections

- 5.9 The Rex Group is committed to protecting and respecting the rights of whistleblowers. The Rex Group will not tolerate any detriment caused, or threatened to be caused against any person who has made, or who is believed to have made, a report regarding disclosable matters. Under the Whistleblowing Legislation, 'detriment' is defined to include, without limitation, any of the following:
- (a) dismissal;
 - (b) injuring an employee in their employment, (eg. not giving an employee legal entitlements such as pay or leave);
 - (c) changing an employee's job to their disadvantage;
 - (d) offering a potential employee different (and unfair) terms and conditions for the job, compared to other employees;
 - (e) discriminating between employees to the disadvantage of a whistleblower;
 - (f) harassment or intimidation of a person;
 - (g) harm or injury to a person, including psychological harm;
 - (h) not hiring someone because they have been a whistleblower;
 - (i) damage to a person's property, reputation, business or financial position; or
 - (j) any other damage to a person.

- 5.10 Any victimisation, retaliation or detriment caused or threatened to be caused in reprisal for a report regarding disclosable matters being made under this Policy will be treated as misconduct and may result in disciplinary action, which may include dismissal (or termination of engagement). If you experience or discover any such detrimental conduct, or potential conduct, you should report it immediately to a Protected Disclosure Officer or the Your Call Whistleblowing Solutions external hotline.
- 5.11 Where appropriate, to protect a whistleblower from the risk of detriment, the Rex Group may, for example:
- (a) conduct a risk assessment of the whistleblower, and any other staff that might be suspected of having made a disclosure; or
 - (b) make modifications to the whistleblower's workplace or the way work duties are carried out.
- 5.12 In some circumstances, the Rex Group may be required to take administrative action to protect whistleblowers from detriment. This administrative action is not detrimental conduct. It will also not be detrimental conduct where the Rex Group is required to manage a whistleblower's unsatisfactory work performance in line with the Rex Group's performance management procedures. Where it is appropriate, the Rex Group will inform the whistleblower about the reason for any administrative or management action.
- 5.13 If you experience or discover any such detrimental conduct, or potential conduct, you should report it immediately to a Protected Disclosure Officer or the Your Call Whistleblowing Solutions hotline. The Rex Group will investigate any complaint of detriment to a whistleblower as a separate matter. That matter will be investigated by a person who is not involved in the investigation of any relevant disclosure(s) and the investigation findings will be provided to the Audit and Risk Committee. A whistleblower may seek independent legal advice or contact regulatory bodies (such as ASIC or APRA) if they believe they have suffered detriment.

Support of whistleblowers

- 5.14 The Rex Group firmly believes that those who reasonably suspect or witness misconduct should be able to report their suspicions with the confidence that they will be supported, and not punished or discriminated against for making a disclosure.
- 5.15 Whistleblowers are encouraged to raise any concerns arising out of a disclosure (or anticipated disclosure) or any subsequent investigation process with a Protected Disclosure Officer.

Criminal or civil liability

- 5.16 Whistleblowers who make a Qualifying Disclosure will not be subject to any civil liability (eg. breaching a duty of confidence), criminal liability (eg. prosecution for unlawfully releasing information) or administrative liability (eg. disciplinary action) for making the disclosure. No contractual or other remedy may be enforced against them on the basis of their disclosure.
- 5.17 There is no immunity from any action in relation to misconduct that the whistleblower was involved in, but Qualifying Disclosures will be inadmissible in relation to any such proceedings.

6. Record-Keeping and Information Sharing Procedures

- 6.1 The Rex Group will ensure all records relating to a whistleblowing disclosure are kept confidential. All records, including paper, electronic documents and other materials, relating to a disclosure and any subsequent investigation will be stored securely.

7. Training

Employee Whistleblowing Training

- 7.1 The Rex Group will conduct regular training for employees on this Policy and their rights and obligations under it. This training will include, but is not limited to, information on the following:
- (a) the legislative whistleblowing regime and how this Policy interacts with statutory protections;
 - (b) the kinds of matters that are disclosable under this Policy and the Whistleblowing Legislation;
 - (c) the process of making a disclosure (including to whom a disclosure can be made);
 - (d) the Rex Group's investigation processes; and
 - (e) support that the Rex Group offers to whistleblowers and persons who are the subject of a whistleblower.

Recipient Whistleblowing Training

- 7.2 The Rex Group will conduct regular training for those persons who may receive whistleblowing reports. This training will include, but is not limited to, the following:
- (a) how to receive reports and obtain essential information;
 - (b) how best to protect the anonymity of the whistleblower (if an anonymous disclosure has been made) and the confidential nature of the disclosure;
 - (c) how to commence, and where appropriate, conduct and manage the investigation process;
 - (d) how to provide continued support to whistleblowers and persons who are the subject of a disclosure; and
 - (e) how management will address risks of detriment, manage conflicts and ensure fairness when managing the performance of, or taking other management action relating to, a whistleblower.

8. Review of Policy

- 8.1 The Rex Group will periodically review this Policy to ensure that it is operating effectively and may amend this Policy from time to time at its discretion.

9. Annexure A

Additional information about the Whistleblowing Legislation

1. Whistleblowing Legislation

The protections under the Whistleblowing Legislation only apply to certain types of disclosures, known as Qualifying Disclosures. Although this Policy contains a summary of the relevant sections of those laws you should refer to the law itself for more information.

If a whistleblower makes a Qualifying Disclosure (the requirements for which are summarised below), they will be entitled to protections under the Whistleblowing Legislation.

2. Qualifying Disclosures

For a 'Qualifying Disclosure' to be made, a whistleblower must:

- (a) be an 'eligible whistleblower'. A list of eligible whistleblowers for the Rex Group is set out in paragraph 2.9 of this Policy;
- (b) be reporting on a 'disclosable matter'. A 'disclosable matter' is one that relates to misconduct (including fraud, negligence, default, breach of trust or duty) or an improper state of affairs in relation to the Rex Group or any related body corporate of the Rex Group. However, as noted in paragraph 2.5 of this Policy, the Rex Group will extend the protections under the Whistleblowing Legislation to certain other whistleblowing reports made in accordance with this Policy, even where that conduct may not amount to a 'disclosable matter'.
- (c) report that disclosable matter to an 'eligible recipient'. A list of eligible recipients for the Rex Group is set out in sections 2.11, 2.13 and 2.15 of this Policy.

3. Additional Examples of Disclosable Matters

The following are some examples of conduct that would be 'disclosable matters' if you had reasonable grounds to suspect they had occurred:

- (a) an offence against or a contravention of the *Corporations Act 2001* (Cth) or the *Australian Securities and Investments Commission Act 2001* (Cth). This would include conduct such as misleading and deceptive conduct, insider dealing and market manipulation; or
- (b) an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more. This would include conduct such as bribery of a Commonwealth Public Official; or
- (c) conduct that represents a danger to the public or the financial system.

In relation to Tax Disclosures, the whistleblower must have information relating to misconduct, or an improper state of affairs or circumstances, in relation to the tax affairs of the Rex Group or an associate of the Rex Group. The whistleblower must consider that the information they possess may assist the eligible recipient to perform functions or duties in relation to the tax affairs of the Rex Group or an associate of the Rex Group.

4. Public Interest and Emergency Disclosures

Under the Whistleblowing Legislation there are two categories of protected disclosures which will protect whistleblowers who report to a journalist or a Member of Parliament. Except for these protected disclosures, disclosures to journalists or parliamentarians are not permitted unless expressly authorised by a Protected Disclosure Officer.

A whistleblower should contact an independent legal adviser before making a public interest disclosure or an emergency disclosure.

Public Interest Disclosure - this category allows a whistleblower to make a disclosure to a journalist or parliamentarian if:

- (a) the whistleblower has previously made a disclosure to ASIC, APRA or any other prescribed Commonwealth authority;
- (b) at least 90 days have passed since the disclosure was made to ASIC, APRA or any other prescribed Commonwealth authority;
- (c) the whistleblower does not have reasonable grounds to believe that action is being taken to address the matters to which the previous disclosure related;
- (d) the whistleblower has reasonable grounds to believe that making a further disclosure of the information would be in the public interest; and
- (e) following the end of the 90-day period, the whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make a public interest disclosure.

Emergency Disclosure - this category allows a whistleblower to make a disclosure to a journalist or a parliamentarian if:

- (a) the whistleblower has previously made a disclosure to ASIC, APRA or any other prescribed Commonwealth authority;
- (b) 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; and
- (c) the whistleblower gives the body to which the previous disclosure was made a written notification that includes sufficient information to identify the previous disclosure and states that the whistleblower intends to make an emergency disclosure.

For both Public Interest and Emergency Disclosures, the extent of the information disclosed must be no greater than is necessary to appropriately inform the recipient of the relevant misconduct or substantial imminent danger.

5. Additional Protections & Penalties

Under the Whistleblowing Legislation, a person may bring civil proceedings for a compensation order or pursue civil penalties even when a criminal prosecution has not been, or cannot be, pursued. This may include circumstances in which a whistleblower (or any other person) has suffered loss, damage or injury and the Rex Group has failed to prevent a person from causing the detriment.

Whistleblowers should seek independent legal advice if they believe they are entitled to compensation or other relief under the Whistleblowing Legislation.