

WHISTLEBLOWERS POLICY

This policy applies to Metarock Group Limited (the Company) and all its related subsidiaries (the Group).

1. Purpose

The Company and its Subsidiaries (Group) is committed to promoting a culture of corporate compliance and ethical behaviour. The best way to fulfil this commitment is to create an environment in which employees who have genuine suspicions about improper conduct feel safe to report it without fear of reprisal.

The Whistleblowers Policy (Policy) outlines what to do if you have a genuine suspicion of improper conduct. Any report made on reasonable grounds will be listened to, investigated and treated in confidence. The Group will take all reasonable steps to protect people who report concerns from any detrimental action in reprisal for making the disclosure. The Group will also afford natural justice and procedural fairness to the person who is the subject of the disclosure.

The Policy is very important to the Group. The Policy helps the Group identify and rectify problems and reflects the Group's commitment to ensure its compliance with legal and ethical obligations.

Please remember that the terms of your employment include an obligation to ensure that you act in accordance with the law and Company policy at all times.

2. Scope

The Policy applies to 'Whistleblowers' as defined in this policy, which include:

- (a) All officers and Employees of the Group;
- (b) A contractor or supplier to the Group, and their Employees (paid or unpaid);
- (c) An associate of the Group; and
- (d) A relative or spouse of the individuals referenced in paragraph (a) and (b) above;

who wish to report concerns of misconduct or an improper state of affairs regarding the Group's activities.

3. Definitions

"Eligible Recipients" includes Directors, Officers, senior managers, authorised persons, legal advisors, auditors and actuaries (not just in relation to the Company but also its related body corporates in the Group).

"Emergency Disclosure" means a disclosure of information to a journalist or parliamentarian where the information concerns a substantial and imminent danger to the health or safety of one or more persons or to the natural environment.

"Employees" includes a Director, Secretary, officer, or employee of the Group.

“Public Interest Disclosure” means a disclosure of information to a journalist or parliamentarian where the disclosure of the information is in the public interest.

"Whistleblower Protection Officer" means the Company Secretary whose key responsibility is to protect Employees who report concerns under this Policy.

4. Policy

What type of concerns are covered?

- a) If you have reasonable grounds to suspect actual or planned misconduct or an improper state of affairs or circumstances (Disclosable Matter), you are required to report it. You don't have to be entirely sure but you are required to have a genuine belief improper conduct has occurred or is about to occur.
- b) Misconduct includes conduct which:
 - i. is against the law or is a failure by the Group to comply with any legal obligation;
 - ii. breaches the Group's policies (including any particular threat to health and safety or damage to the environment);
 - iii. is fraudulent, negligent or corrupt (including the offering or accepting of bribes or otherwise gaining advantage from a relationship with the Group to which the Group has not agreed);
 - iv. is coercion, harassment or discrimination by, or affecting, any Employee of the Group;
 - v. is misleading or deceptive conduct of any kind (including conduct or representations which amount to improper or misleading accounting or financial reporting practices either by, or affecting, the Group);
 - vi. represents a danger to the public or the financial system;
 - vii. is a deliberate cover up of any of the above.
- c) A disclosure made on reasonable grounds can still qualify for protection under this Policy, even if the disclosure turns out to be incorrect.
- d) A disclosure that is not about a Disclosable Matter does not qualify for protections under the Corporations Act, but depending on the content of the disclosure, may be protected under other legislation, such as the Fair Work Act 2009.
- e) This Policy is not set up to deal with staff grievances, such as an interpersonal conflict between employees. This Policy may still apply where the grievance is related to or accompanied by information about misconduct, the Group has breached particular employment or other laws, the discloser suffers from or is threatened with detriment for making the disclosure or where the discloser is seeking legal advice about the operation of whistleblower protections. For staff grievances please refer to the Workplace Grievances & Dispute Resolution Procedure.

5. Procedure

5.1 Who can I report a concern to?

- a) To qualify for protection as a whistleblower under the Corporations Act, you must be a Whistleblower who makes a disclosure relating to a Disclosable Matter directly to:
 - i. an Eligible Recipient;
 - ii. a legal practitioner for the purposes of obtaining legal advice or representation (your disclosure will be protected even in the event the legal practitioner concludes that a disclosure does not constitute a Disclosable Matter);
 - iii. to ASIC, APRA or another Commonwealth Body prescribed in the *Corporations Regulations 2001*;
 - iv. in certain circumstances (outlined below), to a journalist or parliamentarian.
- b) To qualify for protection, you may report your concerns to a journalist or parliamentarian where:
 - i. For a Public Interest Disclosure: At least 90 days have passed since you made a disclosure to ASIC, APRA or another Commonwealth body prescribed under the regulation, you do not have reasonable grounds to believe action is being taken, you have reasonable grounds to believe making a further disclosure is in the public interest and, you inform the body to which the previous disclosure was made that you intend to make a Public Interest Disclosure; or
 - ii. For an Emergency Disclosure: You have made a disclosure to ASIC, APRA or another Commonwealth body prescribed under the regulation, you have reasonable grounds to believe that it is an Emergency Disclosure, you inform the body to which the previous disclosure was made that you intend to make an Emergency Disclosure and the extent of the information disclosed is no greater than necessary to inform the journalist or parliamentarian of the substantial and imminent danger.
- c) It is important that you understand the criteria for making a Public Interest Disclosure or Emergency Disclosure. It is recommended that you contact an independent legal advisor before making a disclosure to a journalist or parliamentarian in accordance with the above.

5.2 How do I report concerns?

- a) If possible, first report your concern to your area manager (especially if you consider the breach to be relatively minor).
- b) If you are not comfortable doing this (for example, you believe your area manager may have a conflict), or your concern remains unresolved after you have raised it with your manager, contact the Company Secretary.
- c) You may make a disclosure to the Company Secretary using the following email address: communication@metarock.com.au
- d) Should you not feel comfortable making a disclosure internally, or feel it is inappropriate to do so, you may make a disclosure to an entity that is external to the Group including the Australian Securities and Investments Commission (ASIC).
- e) Should you wish to obtain additional information before formally making a disclosure, you may contact the Company Secretary, or an independent legal adviser.

5.3 What happens after I report a concern

- a) All concerns reported under this Policy will be taken seriously.
- b) Any concerns reported to department managers are to be forwarded to the Chief Executive Officer (or the Company Secretary should you believe the Chief Executive Officer has a conflict).
- c) If the Chief Executive Officer (or the Company Secretary) believes that a reported concern requires formal investigation, the information will be given to a senior person with appropriate expertise (or an external investigator) for investigation.
- d) The investigator will take all reasonable steps to ensure that the investigation is fair and unbiased. This means that:
 - i. any person who may be affected by the investigation should have the opportunity to be made aware of the allegations and evidence against them and to respond to them;
 - ii. the investigator will obtain specialist, independent advice on matters outside the knowledge or expertise of the investigator;
 - iii. all Employees are required to reasonably assist the investigator in carrying out the investigation;
 - iv. investigations will be carried out as fast as reasonably practicable and with a degree of confidentiality consistent with the seriousness of the allegations raised; and
 - v. the investigator will keep detailed records of all interviews conducted and all records reviewed which affect the outcome of the investigation.
- e) At the end of the investigation, the investigator must submit a report to the Chief Executive Officer (or an appropriate alternative). The report should summarise the conduct of the investigation and the evidence collected, draw conclusions about the extent of any improper conduct, and recommend action to remedy any improper conduct and ensure that it does not recur. The Chief Executive Officer (or an appropriate alternative) may implement the recommendations, or where appropriate, request another person within the Group to implement them.

5.4 Can reports be made anonymously?

- a) Yes, and the Group will treat anonymous reports seriously. However, given the difficulties that can occur to investigate concerns that are reported anonymously, you are encouraged to give your identity when reporting a concern if you feel comfortable doing so.
- b) You can choose to remain anonymous whilst making a disclosure, over the course of the investigation, and once the investigation is finalised.
- c) If you identify yourself when making the report, the Group will take all reasonable steps to protect your identity - the principle will always be to involve as few people as possible. Although you may be asked if you can provide further information, you will not be directly involved in the investigation.
- d) In order to reduce the risk that you will be identified from the information contained in a disclosure, the Group will seek to:

- (i) redact all personal information or reference to you witnessing an event;
 - (ii) where possible, contact you to help identify certain aspects of your disclosure which would inadvertently identify you;
 - (iii) ensure your disclosure is handled and investigated by qualified staff;
 - (iv) store all paper and electronic materials relating to disclosures securely;
 - (v) limit access to information relating to a disclosure to those directly involved in managing and investigating the disclosure;
 - (vi) ensure only a restricted number of people who are directly involved in handling and investigating a disclosure will be made aware of your identity (subject to your consent) or information that is likely to lead to the identification of the discloser;
 - (vii) ensure communications and documents relating to the investigation of a disclosure are not sent to an email address or to a printer that can be accessed by other staff; and
 - (viii) ensure each person who is involved in handling and investigating a disclosure is reminded about the confidentiality requirements, including that an unauthorised disclosure of a discloser's identity may be a criminal offence.
- e) However, no guarantee can be given of complete anonymity. For example, it may be necessary to give evidence in court proceedings. If it is not possible to keep your identity confidential during the investigation, you will not be disadvantaged by the Group. As stated above, any form of retaliation will be treated as a breach of this Policy (see section 1 "Purpose").
- f) If a concern reported under this Policy is investigated, it may be necessary to reveal certain details (on a confidential basis) to various people, such as other Employees, or in appropriate circumstances, law enforcement agencies.
- g) If the concern relates to an allegation against a person, it will be necessary to disclose details about the matters raised to the person against whom an allegation is made to enable them to respond.

5.5 Will I be disadvantaged?

- a) No - any person that reports a concern in good faith under this Policy must not be personally disadvantaged by:
- i. dismissal;
 - ii. demotion;
 - iii. any form of harassment;
 - iv. discrimination; or
 - v. current or future bias.
- b) We have appointed the Company Secretary as the Whistleblower Protection Officer. The key responsibility of the Whistleblower Protection Officer is to ensure that a person that reports a concern under this Policy is not personally disadvantaged as a consequence of making the report. If you feel that as a consequence of reporting a concern under this Policy you have been personally disadvantaged, please contact the Whistleblower Protection Officer for assistance.
- c) The Group forbids any Employee from acting in any way which penalises any person who reports a concern under this Policy or the persons' colleagues or relatives other than as

provided in paragraph (c) above. This includes any reprimand, reprisal, change in work duties, change in employment amenities, change in reporting requirements, damage to career prospects or reputation, threats to do any of these or deliberate omissions which have the effect of damaging the person. If you believe you have been, or are likely to be, disadvantaged in any way by another Employee (including your department manager) because you have made a report, please contact the Whistleblower Protection Officer for assistance.

- d) Anyone who reports a concern but is later found to have been actively involved in the improper conduct will not have automatic immunity from disciplinary or criminal proceedings.
- e) In order to protect you for any detrimental act or omission as a result of your disclosure, a person who makes a report under this Policy may request that the Group, through the Chief Executive Officer:
 - i. grant the person leave of absence during the investigation;
 - ii. relocate the person to a position of equivalent pay and seniority at a different location or in a different department; and
 - iii. provide independent professional counselling to the person for the distress caused by the matters which led to the report.

The Group will give due consideration to the granting of such requests wherever it is reasonably practicable to do so.

5.6 Will I get any feedback

- a) As a general rule, you will be informed of the results of an investigation as soon as possible after the concern is resolved or acted upon.
- b) However, in some circumstances, privacy, confidentiality or other legal constraints may limit the feedback that can be provided.

How am I protected?

- a) Compensation/Other remedies: You, or any other employee or person, may seek compensation and other remedies through the court if you suffer loss, damage or injury because of your disclosure, and the Group did not take reasonable precautions and exercise due diligence to prevent detrimental conduct.
- b) Confidentiality: The person to whom the report is made must keep the information (and information that is likely to lead to your identity) and your identity confidential. It is illegal to disclose this information unless it does not identify the discloser, all reasonable steps have been taken to reduce the risk of identification and it was reasonably necessary to investigate the issues raised in the disclosure. The person may only provide the information to ASIC, APRA, a member of the Australian Federal Police or a legal practitioner (for the purposes of obtaining advice or representation about the whistleblower provisions of the Corporations Act) unless you consent to the information being provided to someone else. For further information on confidentiality, review ASIC Policy Statement 103 Confidentiality and release of information at www.asic.gov.au.

- c) No victimisation: You are protected from actual or threatened detriment because of the report. Examples include termination of employment, a reduction in your terms and conditions of employment, demotion, or unfair or unequal treatment in the workplace.
- d) No liability for making a report: You are not subject to any civil or criminal liability for making the report, but you are not protected from civil or criminal liability for your conduct which may be revealed by the report.
- e) Protection in relation to contracts: No other contractual or other right may be enforced or exercised against you on the basis of the report, and a contract may not be terminated on the basis that the report constitutes a breach of the contract. If you are an Employee and the Group purports to terminate your employment on the basis of the report, a court may reinstate you to the same position or a position at a comparable level.
- f) Protection in relation to defamation: Provided you acted without malice (ill will or improper motive), you are not liable for defamation.

5.7 Review of this Policy

- a) This Policy will be reviewed regularly by the Chief Executive Officer.
- b) A report will be made to the Board of Directors of the outcome of any such review and recommended changes to the Policy. The review must address generally the efficacy of the Policy. In particular, it must consider the fairness of investigations undertaken, the actual consequences for persons who report concerns and compliance with the Policy generally.

This Policy will be uploaded to the Metarock website and to our document management system INX where it is available to access for the Group's officers, employees, third party providers. Adopted by the Board of Directors on the 20th day of March 2024.

Jon Romcke
Chairman of the Board of Directors