



InhaleRx Limited (ACN 611 845 820)

Whistleblower Policy

1. Policy Statement

InhaleRx Limited (ACN 611 845 820) and its subsidiaries (collectively referred to as **IRX** or **the Company**) is committed to conducting business legitimately and ethically. The Company is committed to creating workplace culture which promotes employees and eligible whistleblowers to disclose improper conduct confidentially, anonymously and on reasonable grounds without fear of reprisal or detrimental action.

2. Application

The policy applies to all Company employees regardless of role or employment status (full-time, part-time, fixed-term or casual employee). It also applies to contractors, consultants, labour hire employees (**contractors**) or any Eligible Whistleblowers as defined under this Policy and the Whistleblower Laws.

3. Definitions

Eligible Whistleblowers includes an individual who is or has been any of the following:

- a) any officer or employee of the Company;
- b) an individual who supplies services or goods to the Company (whether paid or unpaid) including their employees;
- c) an individual who is an associate of the Company, and a relative;
- d) dependent or spouse of an individual referred to in any of the above subparagraphs.

This policy applies across all jurisdictions where the Company operates, but in the event local legislation, regulation, or laws provide a higher level of protection than this policy, the local legislation will take precedence.

Disclosable Matter is a misconduct or an 'improper state of affairs or circumstances.

Eligible Recipient is the person that the Eligible Whistleblower must make a disclosure directly to qualify for protection as an Eligible Whistleblower under Whistleblower Laws. This includes the Whistleblower Protection Officer (as listed below), an officer or senior manager of the Company, an internal or external auditor, a legal practitioner or a prescribed regulatory body such as ASIC, AFP, APRA.

Public Interest Disclosure is the disclosure of information to a journalist or a parliamentarian, where:

- a) a previous report has been made to ASIC, APRA or another Commonwealth body;
- b) 90 days has passed since making the report;
- c) the discloser has reasonable grounds to believe that making a further disclosure of the information would be in the public interest;
- d) the discloser has provided written notification to ASIC/APRA that they intend to make a public interest or emergency disclosure and they provide enough information to identify the previous disclosure;
- e) the discloser makes a disclosure to a member of Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist;
- f) the information disclosed provides no more detail than necessary to inform the recipient of the misconduct or improper state of affairs or circumstances.

Emergency Disclosure is the disclosure of information to a journalist or parliamentarian, where:

- a) a previous report has been made to ASIC, APRA or another Commonwealth body;
- b) the discloser has reasonable grounds to believe that the information concerns a substantial and imminent danger to the health or safety of one or more person or to the natural environment;
- c) the discloser has provided written notification to ASIC/APRA that they intend to make a public interest or emergency disclosure and they provide enough information to identify the previous disclosure;
- d) the discloser makes a disclosure to a member of Commonwealth, State Parliament or the legislature of a Territory, or to a professional journalist;
- e) the information disclosed provides no more detail than necessary to inform the recipient of the substantial and imminent danger.

4. Principles

Any Eligible Whistleblower is encouraged to report any Disclosable Matters as per the process for making a report. An individual who makes a disclosure may still qualify for protection even if their disclosure turns out to be incorrect.

Disclosable matters include (but are not limited to) information about behaviour that is:

- a) fraudulent;
- b) illegal;
- c) corrupt;
- d) dishonest;
- e) unethical;
- f) a breach of internal policy;
- g) a danger or represents a danger to the Company;
- h) an offence against, or a contravention of, a provision of the Corporations Act 2001 or the Australian Securities and Investments Commission Act 2001;

- i) an offence against any other law of the Commonwealth that is punishable by imprisonment for a period of 12 months or more;
- j) a danger to the public or the financial system; or
- k) prescribed by regulation.

A disclosure will not be considered a Disclosable Matter and therefore qualify for protection under the Whistleblower Laws if the information concerns a personal work-related grievance of the Eligible Whistleblower.

Personal work-related grievances relate to the discloser's current or former employment and have, or tend to have, implications for the discloser personally, but do not have any other significant implications for IRX (or another entity); or relate to any conduct, or alleged conduct, about a disclosable matter (as set out above).

Examples of personal work-related grievances that do not qualify for protection include:

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

For the avoidance of doubt, a personal work-related grievance may still qualify for protection if:

- a) it includes information about a disclosable matter (mixed report);
- b) IRX has breached employment or other laws punishable by imprisonment for a period of 12 months or more;
- c) the discloser suffers from or is threatened with detriment for making a disclosure; or
- d) the discloser seeks legal advice or legal representation about the operation of the whistleblower protects under the Corporations Act.

5. Reporting Process

Eligible Whistleblowers may make disclosures to an Eligible Recipient. The disclosure can be made anonymously and will be treated confidentially. There is no requirement for the Eligible Whistleblower to identify themselves to be eligible to receive the protections outlined under Whistleblower Laws.

Eligible Whistleblowers may make disclosures in the following ways:

Internal Disclosures

- a) Via post to Level 5, 126 Phillip Street, Sydney NSW 2000;
- b) Verbally with a manager;
- c) Verbally with the Director/s of IRX; or
- d) To the Whistleblower Protection Officer of the Company being the Company Secretary (nova.taylor@automicgroup.com.au).

If a Disclosable Matter involves the Company Secretary, or it is believed that it is inappropriate for disclosure of the Whistleblower Report directly to the Company Secretary, the disclosure should be made to the Chairman.

External Disclosures

Where an employee is uncomfortable making such disclosure through the above internal channels, the employee can access external options, including:

- a) ASIC
- b) APRA
- c) Commissioner of Taxation (tax-related disclosures)
- d) The Australia Federal Police
- e) Any other prescribed regulatory body
- f) An auditor conducting an audit on IRX
- g) A lawyer for the purposes of obtaining legal advice or representation (even where the legal practitioner concludes that a disclosure does not relate to a Disclosable Matter, a discloser will still be protected)

Public Interest disclosures and emergency disclosures

A disclosure made to a member of parliament or journalist may also be covered by this policy, if the disclosure relates to a public interest disclosure or emergency.

IRX recommends that Eligible Whistleblowers consult an independent legal practitioner prior to making a public interest or emergency disclosure.

It is important to note that in any event, if an Eligible Whistleblower knowingly makes a false report, this may result in action being taken.

6. Protections Available

Where an Eligible Whistleblower makes a disclosure on reasonable grounds to an Eligible Recipient, the Company will act to ensure confidentiality, to protect them from any victimisation, adverse reaction or intimidation, and ensure they will not be disadvantaged in their employment or engagement with the Company as a result of making the disclosure.

An Eligible Whistleblower can choose to be anonymous whilst making a report, through the investigation process and after the matter is closed. At any time the individual may identify themselves, but the individual will not be forced to provide their identify.

If the individual does disclose their identity, the Company will work to protect the individual's identity.

Eligible Whistleblowers have specific protections available to them under the Whistleblower Laws. Individuals making a disclosure should familiarise themselves with these laws.

An Eligible Whistleblower is protected from any of the following in relation to their disclosure of information:

- a) civil liability (e.g. any legal action against the Eligible Whistleblower for breach of an employment contract, duty of confidentiality, or another contractual obligation);
- b) criminal liability (e.g. attempted prosecution of the discloser for unlawfully releasing information, or other use of the disclosure against the Eligible Whistleblower in a prosecution (other than for making a false disclosure)); and
- c) administrative liability (e.g. disciplinary action for making the disclosure).

The above protections do not grant immunity for any misconduct an Eligible Whistleblower has engaged in that is revealed in their disclosure of information.

7. Investigation Process

The Company will treat all disclosures seriously. Disclosures reported internally will be investigated in a timely, thorough, objective and impartial manner. Depending on the matter disclosed, it may be appropriate to engage an external party to undertake the investigation.

Confidentiality will be maintained throughout the investigation process. This will include maintaining the confidentiality of the Eligible Whistleblower.

Where an Eligible Whistleblower has made an anonymous disclosure which does not provide enough information for investigation and has not or has refused to provide a means of contacting them, the Company may not be able to undertake the investigation due to the lack of available information.

Where possible, Eligible Whistleblowers will be provided with regular updates during the investigation process. These updates and the outcome of the investigation will be in keeping with the Company Privacy Policy.

Any and all material or suspected breaches of this policy must be immediately reported to the Company's board of directors (**Board**) or a committee of the Board upon identification.

8. Education

The Company will make this Policy available on its website, to new employees at induction and readily available upon request.

The Company will endeavour to arrange for training in respect of this policy, and in particular training for those persons who have a specific role under this policy (Eligible Recipient and Next Eligible Recipient) and management so that they are aware of their obligations. The Company will further endeavour to arrange for training of all employees, including those based overseas.

9. Review

This Policy must be reviewed by the Board with the assistance of the Company Secretary at least every two years to ensure it is operating effectively. Any recommended changes must be approved by the Board or its delegated committee.

The Company Secretary is authorised to make administrative and non-material amendments to this policy provided that any such amendments are notified to the Board or its delegated committee at or before its next meeting.

The Company will ensure any updates to this policy, its processes and procedures following a review are widely disseminated to, and easily accessible by, individuals covered by this Policy. Where necessary, additional training will be provided.

10. Approved and adopted

This Policy was approved and adopted by the Board to be effective from 21 April 2022.