

1 PURPOSE

Gold Road Resources Limited (**Gold Road** or **the Company**) 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 integrity, honest and ethical behaviour, corporate compliance and good corporate governance.

Gold Road encourages the reporting of any instances of suspected unethical, illegal, fraudulent or undesirable conduct involving Gold Road or any of its Joint Venture partners, and will ensure that those persons who make a report shall do so without fear of intimidation, disadvantage or reprisal.

2 WHAT IS REPORTABLE CONDUCT?

You may make a report under this policy if you believe that a Gold Road director, officer, employee, joint venture partner, contractor, supplier, tenderer or other person who has business dealings with Gold Road has engaged in conduct (**Reportable Conduct**) which:

- is dishonest, fraudulent or corrupt activity, including bribery or other activity in breach of the Gold Road Anti-bribery and Corruption Policy;
- is illegal activity (such as theft, drug sale or use, violence, harassment or intimidation, criminal damage to property or other breaches of state or federal law);
- is unethical or in breach of Gold Road's policies (such as dishonestly altering company records or data, adopting questionable accounting practices or wilfully breaching Gold Road's Code of Conduct or other policies or procedures);
- is potentially damaging to Gold Road, a Gold Road employee or a third party, such as unsafe work practices, environmental damage, health risks or abuse of Gold Road property or resources;
- amounts to an abuse of authority;
- may cause financial loss to Gold Road or damage its reputation or be otherwise detrimental to Gold Road's interests;
- involves harassment, discrimination, victimisation or bullying; or
- involves any other kind of serious impropriety.

3 WHO CAN I MAKE A REPORT TO?

Gold Road has several channels for making a report if a person becomes aware of any issue or behaviour which he or she considers to be Reportable Conduct:

3.1 Immediate Supervisor, Manger or another Senior Supervisor within Gold Road

You may raise the matter with your immediate supervisor, manager or another senior supervisor within Gold Road.

A supervisor in receipt of a report must take the matter to a Protected Disclosure Officer or a senior executive within Gold Road, in accordance with the protocols regarding confidentiality set out below.

Gold Road's employees or contractors working within a Gold Road team may also report directly to a Protected Disclosure Officer, as outlined below.

If the matter relates to the conduct of a director, executive or senior supervisor of Gold Road, it is recommended the matter be raised with the Protected Disclosure Officer in the first instance.

3.2 Protected Disclosure Officer

Any person may make a report to a Protected Disclosure Officer.

You may report a matter to the following Protected Disclosure Officer:

Gold Road Company Secretary
Company Secretary

Phone: +61 (0)423 787 440
Email: cosec@goldroad.com.au

Reports may also be made by post to c/- Gold Road Resources Limited PO Box 1157 West Perth WA 6872 (marked to the attention to the Protected Disclosure Officer referred to above).

A report may be submitted anonymously if you do not wish to disclose your identity to the Protected Disclosure Officer.

4 GOLD ROAD'S INVESTIGATION OF REPORTABLE CONDUCT

Gold Road will investigate all matters reported under this Policy as soon as possible after the matter has been reported. A Protected Disclosure Officer may appoint a person to assist in the investigation of a matter raised in a report. Where appropriate, Gold Road will provide feedback to the whistleblower regarding the investigation's progress and/or outcome (subject to considerations of the privacy of those against whom allegations are made).

The investigation will be conducted in an objective and fair manner, and otherwise as is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

5 PROTECTION OF WHISTLE-BLOWERS

Gold Road is committed to ensuring confidentiality in respect of all matters raised under this policy, and that those who make a report in good faith are treated fairly and do not suffer any disadvantage.

5.1 Protection of your identity and confidentiality

Subject to compliance with legal requirements, upon receiving a report under this Policy, Gold Road will not, nor will any supervisor, manager or Protected Disclosure Officer, disclose any particulars that would suggest or reveal your identity as a whistle-blower, without first obtaining your consent. Any disclosure that you consent to will be disclosed on a strictly confidential basis to those who have a genuine need to know.

5.2 Protection of files and records

All files and records created from an investigation will be retained under strict security and 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 purposes) without your consent as a whistle-blower will be a breach of this policy.

Whistle-blowers are assured that a release of information in breach of this policy will be regarded as a serious matter and will be dealt with under Gold Road's disciplinary procedures.

5.3 Fairness

A Gold Road employee or contractor within a Gold Road team who is subjected to detrimental treatment as a result of making a report in good faith under this policy should inform a senior supervisor within their division/business unit immediately. If the matter is not remedied, it should be raised in accordance with paragraph 3 of this policy.

Detrimental treatment includes dismissal, demotion, harassment, discrimination, disciplinary action, bias, threats or other unfavourable treatment connected with making a report.

The *Corporations Act 2001 (Cth)* also gives special protection to disclosures about breaches of that Act, as long as certain conditions are met – refer to **Annexure A** for further details.

6 DUTIES OF EMPLOYEES IN RELATION TO REPORTABLE CONDUCT

It is expected that employees of Gold Road who become aware of known, suspected, or potential cases of Reportable Conduct will make a report under this policy or under other applicable policies.

7 REPORTING PROCEDURE

Protected Disclosure Officers (as appropriate) will report to the Audit and Risk Committee on the number and type of whistle-blower incident reports annually, to enable Gold Road to address any issues.

These reports will be made on a ‘no names’ basis, maintaining the confidentiality of matters raised under this policy.

The Audit and Risk Committee will receive copies of all board whistle-blower reports, and whistle-blower reports from Protected Disclosure Officers (as appropriate). In addition, serious and/or material Reportable Conduct will be considered by the Protected Disclosure Officers for immediate referral to the Chairman of the Audit and Risk Committee.

8 AMENDMENT OF THIS POLICY

This policy cannot be amended without approval from the Gold Road Board. It will be reviewed from time to time to ensure that it remains effective and meets best practice standards and the needs of Gold Road.

9 DOCUMENT CONTROL

Status	Revision Date	Owner	Approver
Status: Approved	16 May 2017	Administration: Legal Counsel	Board of Directors: Company Secretary

Annexure A: Special Protections Under The Corporations Act

The Corporations Act gives special protection to disclosures about Corporations Act breaches, where these conditions are satisfied:

1. The whistle-blower is an officer or employee of a Gold Road company, or a person or company who has a contract for the supply of goods and services with a Gold Road Group company (a 'contractor') or an employee of such a contractor; and
2. The report is made to:
 - a Protected Disclosure Officer;
 - a director, officer or senior manager of a Gold Road Group company concerned;
 - Gold Road's external auditor (or a member of that audit team); or
 - the Australian Securities and Investments Commission (**ASIC**);
3. The whistle-blower gives their name before making the report (i.e. the report is not anonymous); and
4. The report is made in good faith, and the whistle-blower has reasonable grounds to suspect that there has, or may have, been a breach of the Corporations Act by a Gold Road Group company or any of its officers or employees.

Briefly, the protections given by the Corporations Act when these conditions are met are:

- The whistle-blower cannot be subject to legal liability for making the report;
- Anyone who victimises or threatens the whistle-blower is guilty of an offence and may be liable for damages; and
- The person receiving the report commits an offence if they disclose the substance of the report or the whistle-blower's identity, without the whistle-blower's consent, to anyone except ASIC, the Australian Federal Police or the Australian Prudential Regulatory Authority (**APRA**).