

## 1 INTRODUCTION

This code of conduct sets out the standard which the Board, management and employees of the Company are encouraged to comply with when dealing with each other, shareholders and the broader community.

## 2 COMMITMENT OF THE BOARD AND MANAGEMENT TO CORPORATE COD OF CONDUCT

The Board and management approve and endorse this code of conduct and support the code and all it strives to achieve.

The Board and management encourage all staff to consider the principles of the code and use them as a guide to determining how to respond when acting on behalf of the Company.

## 3 RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY GENERALLY

The Company aims to:

- Increase shareholder value within an appropriate framework which safeguards the rights and interests of the Company's shareholders and the financial community
- Comply with systems of control and accountability which the Company has in place as part of its corporate governance with openness and integrity.

## 4 RESPONSIBILITIES TO CLIENTS, CUSTOMERS AND CONSUMERS

The Company should comply with all legislative and common law requirements which affect its business, in particular those in respect of occupational health and safety, the environment, native title and cultural heritage. Any transgression from the applicable legal rules should be reported to the Managing Director as soon as a person becomes aware of such a transgression.

## 5 EMPLOYMENT PRACTICES

The Company should employ the best available staff with skills required to carry out vacant positions.

The Company should ensure a safe work place and maintain proper occupational health and safety practices commensurate with the nature of the Company's business and activities.

## 6 RESPONSIBILITY TO THE COMMUNITY

The Company should recognise, consider and respect environmental issues which arise in relation to the Company's activities and should comply with all applicable legal requirements.

## **7 RESPONSIBILITY TO THE INDIVIDUAL**

The Company should recognise and respect the rights of individuals and to the best of its ability should comply with the applicable legal rules regarding privacy, privileges, private and confidential information.

## **8 OBLIGATIONS RELATIVE TO FAIR TRADING AND DEALING**

The Company should deal with others in a way that is fair and should not engage in deceptive practices.

## **9 CONFLICTS OF INTEREST**

The Board, management and employees should not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of the Company. Where a real or apparent conflict of interest arises the matter should be brought to the attention of the Chairperson in the case of a board member or the Managing Director, the Managing Director in the case of a member of management and a supervisor in the case of an employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

## **10 COMPLIANCE WITH THE CODE**

Any breach of compliance with this code is to be reported directly to the Managing Director or Chairperson, as appropriate. The Company should establish policies and procedures which enable employees to alert management without fear of retribution.

## **11 PERIODIC REVIEW OF CODE**

The Company should monitor compliance with the code periodically by liaising with the Board, management and staff especially in relation to any areas of difficulty which arise from the code and any other ideas or suggestions for improvement of the code. Suggestions for improvements or amendments to the code can be made at any time by providing a written note to the Managing Director.

## **12 INCORPORATION OF CODE OF CONDUCT FOR EXECUTIVES**

The Code of Conduct for Executives forms part of this Corporate Code of Conduct.

## **13 CODE OF CONDUCT FOR KEY EXECUTIVES**

### **13.1 General**

A code of conduct has been adopted by all directors and employees. It requires all business affairs to be conducted legally, ethically and with integrity. The code provides for reporting of breach of the code by others.

## 13.2 Code of Conduct

The code of conduct guides the directors, the Managing Director, the Chief Financial Officer and any other key executive as to:

- the practices necessary to maintain confidence in the Company’s integrity
- the responsibility and accountability of individuals for reporting and investigating reports of unethical practices
- conflicts of interest – managing situations where the interest of a private individual interferes or appears to interfere with the interests of the Company as a whole
- corporate opportunities – preventing directors and key executives from taking advantage of property, information or position, or opportunities arising from these, for personal gain or to compete with the Company
- confidentiality – restricting the use of non-public information except where disclosure is authorised or legally mandated
- fair dealing – by all employees with the Company’s customers, suppliers, competitors and employees
- protection of and proper use of the Company’s assets – protecting and ensuring efficient use of assets for legitimate business purposes
- compliance with laws and regulations – active promotion of compliance
- encouraging the reporting of unlawful/unethical behaviour – active promotion of ethical behaviour and protection for those who report violations in good faith.
- the practices by which it intends directors and key executives to abide.

## 14 DOCUMENT CONTROL

Version	Revision Status	Owner	Approver
Version No 1	Issued: 16/03/2018	Company Secretary	Gold Road Resources Board