

1 PURPOSE

The purpose of this policy is to specify the circumstances in which it is deemed appropriate for Management of Gold Road Resources Limited (“**Company**”) and its subsidiaries (“**Group**”) to contract the services of a Director-Related Entity.

This policy is in addition to the obligations of Company Directors as outlined in the Corporate Code of Conduct.

2 EXPECTATION

Any Group entity is only to enter into a contract or transaction with a Director-Related Entity in the following circumstances:

1. where it is believed that the Director-Related Entity is the best equipped to undertake the work after taking into account:
 - Experience
 - Expertise
 - Knowledge of the Company
 - Value for money.

2. where any proposed transaction is at arm’s length and on normal commercial terms.

Prior to agreeing to any transaction with a Director-Related Entity Management will:

- document how the transaction complies with the policy in paragraph a) above;
- if the transaction value is greater than \$100,000 per annum, seek approval from the Chairman
- if the transaction value is greater than \$250,000 per annum, seek approval from the Board.

If it cannot be demonstrated that the transaction is on normal commercial terms, then it may be necessary to seek approval of the shareholders.

A Director is required to provide information on their material personal interests. The Company Secretary is to maintain and periodically update a Register of Directors Material Personal Interests.

3 DEFINITIONS

For the purposes of this policy a “Director-Related Entity” means any entity, or a related body corporate of that entity, in which a Company or Group company director (or their spouse or direct family member) is a director, owner or trustee, or has a shareholding or interest in the entity of greater than 5%.

Board Policy on Transactions with Director-Related Entities



If in doubt, Directors and Management should refer the matter to the Company Secretary.

4 DOCUMENT CONTROL

Version Number	Revision Status	Owner	Approver
Version 1	Issued: 16/03/2018	Company Secretary	Gold Road Resources Board