



Whistle-Blower Policy

AD-POL-0002-A

June 2019

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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 or tax 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:

(a) **Immediate supervisor, manager 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 (being the Exploration Manager, any General Manager or an Executive Director) or the Chair of the Audit and Risk Committee, 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 or the Chair of the Audit & Risk Committee in the first instance.

(b) Protected Disclosure Officer

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

You may report a matter to one of the following Protected Disclosure Officers:

Carol Marinkovich	Phone: 0423 787 440 Email: carol.marinkovich@goldroad.com.au
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Hayden Bartrop	Phone: 0412 775 546 Email: hayden.bartrop@goldroad.com.au
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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 one of the Protected Disclosure Officers referred to above).

A report may be submitted **anonymously** if you do not wish to disclose your identity to a 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 acting on reasonable grounds are treated fairly and do not suffer any disadvantage.

(a) 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. If you consent, any information disclosed will be on a strictly confidential basis to those who have a genuine need to know. Any disclosure without your consent will be a breach of this policy.

(b) Protection of files and records

All files and records created from an investigation will be retained under strict security. Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who are not the subject of the disclosure and need to know to take appropriate action, or for corporate governance purposes) will be a breach of this policy.

(c) 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 on reasonable grounds 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.

(d) Breach of Whistle-Blower Protections

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.

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 at least 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 & 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 Chairperson of the Audit & 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.

Whistle-Blower Policy	Issued	Owner: Administration	Approver: Board of Directors
Version Control: AD-POL-0002-A	10 June 2019	GM – Corporate Development and Legal	Company Secretary
Uncontrolled if printed.			

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 (a qualifying disclosure):

1. The whistle-blower is (or has been):
 - an officer or employee of a Gold Road company;
 - an associate of a Gold Road company
 - 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; or
 - a spouse, relative or dependent of any of the above categories of persons; 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);
 - An actuary of a Gold Road company; or
 - the Australian Securities and Investments Commission (**ASIC**);
 - a person authorised by Gold Road to receive disclosures that may qualify for protection under Gold Road's whistle-blower protection policy
3. The whistle-blower has reasonable grounds to suspect that there has, or may have, been by a Gold Road Group company or any of its officers or employees of:
 - a breach the Corporations Act, the ASIC Act, the Banking Act, the Financial Sector (Collection of Data) Act, the Insurance Act, the Life Insurance Act, the National Consumer Credit Protection Act the Superannuation Industry (Supervision) Act;
 - misconduct or an improper state of affairs (e.g. insider trading, insolvent trading, fraud, failure to comply with statutory accounting and reporting requirements or other conduct which is not illegal but unethical and likely to cause harm to the public (including customers, suppliers or investors).
4. The report relates to any information concerning misconduct, an improper state of affairs or circumstances, in relation to a Gold Road company. However, it does not extend to personal work grievances (e.g. an interpersonal conflict with another employee, a decision regarding the discloser's employment, transfer, promotion, terms of employment contract (including salary, wage or bonus) or a decision to discipline, suspend or terminate the discloser unless it is victimisation for an earlier qualifying disclosure or intention to disclose a qualifying disclosure).

A whistle-blower is no longer required to disclose his or her identity to receive protection (i.e. the report can be anonymous)

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

- A whistle-blower will receive protections in relation to the confidentiality of their identity. The identity, and any information that is likely to lead to the identification of the discloser, cannot be disclosed without the whistle-blower's prior consent, except in limited circumstances (e.g. disclosure to ASIC, APRA, the Australian Federal Police or a legal practitioner for the purpose of obtaining legal advice in relation to the disclosure).
- 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. This includes dismissal, injury or prejudice to an employee in their employment; 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**).

If:

- Gold Road does not act on a qualifying disclosure within 90 days and the whistle-blower has reasonable grounds to believe that no action is being taken to address the matter disclosed; or
- the whistle-blower has reasonable grounds to believe that information concerns a substantial and imminent danger to health or safety of a person or the natural environment,

the Corporations Act provides an avenue to disclose misconduct to Parliament or journalists without liability. However, to obtain the protection, the following must be met:

- the whistle-blower must have reasonable grounds to believe making the disclosure would be in the public interest;
- written notice must be made to Gold Road that the whistle-blower intends to make a public interest disclosure regarding the disclosure;
- the disclosure to Parliament or a journalist must be no greater than necessary regarding the misconduct or improper state of affairs.