



Whistle-Blower Policy

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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.

Personal Work Grievances (e.g. an interpersonal conflict with another employee, a decision regarding your employment, transfer, promotion, terms of employment contract (including salary, wage or bonus) or a decision to discipline, suspend or terminate you) are not covered by this policy, unless it is victimisation for an earlier report of Reportable Conduct. Personal Work Grievances should be raised with your immediate supervisor (or your supervisor's manager), and if it isn't resolved, to the People and Culture team.

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: gcmcorpsservices@gmail.com

Hayden Bartrop Phone: 0412 775 546
Email: hayden.bartrop@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 one of the Protected Disclosure Officers referred to above).

(c) External Service Provider

Gold Road understands that you may want to raise a report confidentially. Accordingly, an external service provider is available for you to report to. This independent service can be contacted [24/7] via the following options:

Company: BDO Advisory (WA) Pty Ltd
Phone: 1300 408 955
Email: securewa@bdo.com.au
Post: BDO Secure, PO Box 2147, Subiaco WA 6904
Website: <https://www.bdo.com.au/en-au/bdosecure>

All matters reported to the external service provider are recorded and detailed in a report that is provided to a Protected Disclosure Officer, or if there are any concerns with independence, to the Chairperson of the Audit Risk and Committee. If the matter is a **Personal Work Grievance**, it will be referred to the General Manager – Capability and Culture.

(d) Gold Fields in relation to the Gruyere Project

In relation to any Reportable Conduct involving the Gruyere Project, any person may make a report to any Gold Field’s supervisor, manager or another senior supervisor. Upon receipt of report, the relevant supervisor or manager will provide details of the disclosure to a Gold Fields “Protected Disclosure Officer”.

Alternatively, Gold Fields provides a free external reporting service. The Hotline may be contacted as follows:

By toll-free phone in Australia: 1800 623 245

By email: goldfields@tip-offs.com

Gold Fields will report any Reportable Conduct in relation to the Gruyere Project to one of Gold Road’s Protected Disclosure Officers. This policy will apply to any report received from Gold Fields.

4 ANONYMOUS DISCLOSURES

A report may be submitted **anonymously** if you do not wish to disclose your identity to a Protected Disclosure Officer or BDO. Following a report, you can continue to remain anonymous during the course of the investigation and after the investigation is finalised. You may refuse to answer questions that you feel could reveal your identity.

If you wish to make an anonymous report, it is recommended you provide some ability for follow up questions or for Gold Road or BDO to provide feedback (e.g. through the use of anonymised email address). Otherwise, this may impact the conduct of an effective investigation, including insufficient evidence to substantiate the matter reported.

5 DELIBERATE FALSE REPORTING

A deliberate false or malicious report of Reportable Conduct (where you have no reasonable grounds for making the report), risks causing serious damage to the reputations of those persons named in the report and to the Company. If you are unsure whether you have reasonable grounds, you should discuss this with a Protected Disclosure Officer.

Any deliberately false or malicious reporting of Reportable Conduct will be treated as misconduct and will be dealt with in accordance with the Company’s disciplinary procedures and processes.

6 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 will determine whether the Reportable Conduct qualifies for protection (refer to Annexure A) and advise the whistle-blower.

A Protected Disclosure Officer may appoint an independent person to assist in the investigation of a matter raised in a report, which may include an external investigator. An independent investigator is someone who is independent of the whistle-blower, any individuals who are the subject of the Reportable Conduct and the department or business unit involved.

Gold Road will complete investigations as expeditiously as possible. As a general target, Gold Road will aim to complete all investigations within 30 days. However, the timeframe will vary depending on the nature of the Reportable Conduct. To the extent appropriate, Gold Road will provide feedback to the whistle-blower regarding the investigation's progress and/or outcome, subject to considerations of the privacy of those against whom allegations are made, confidentiality issues and not jeopardising the investigation integrity.

The investigation will be conducted in an objective and fair manner, focusing on the substance of Reportable Conduct rather than what the investigator believes the whistle-blower's motive for reporting. The investigation will be conducted in a manner that is reasonable and appropriate having regard to the nature of the Reportable Conduct and the circumstances.

An employee who is the subject of a Reportable Conduct will be advised about the subject matter of the report as and when required, and prior to any adverse finding against them.

7 AVENUE FOR REVIEW

If the whistle-blower is not satisfied with the outcome of the investigation, the whistle-blower may request a separate Protected Disclosure Officer to review, or arrange the review of, the investigation process or the outcome of the investigation. However, Gold Road is not obliged to reopen an investigation or Gold Road may conclude a review if it finds that the investigation was conducted properly, or new information is either not available or would not change the findings of the investigations.

If a whistle-blower is not satisfied with the outcome of Gold Road's investigation or review (including failure to review), the whistle-blower may raise the issue with the Chairperson of the Audit and Risk Committee or lodge a complaint with the relevant regulator (e.g. ASIC or ATO).

8 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. Where possible, you will be contacted to help identify certain aspects of your report that could inadvertently identify you.

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. Access will be limited to those directly involved in managing and investigating, and those that the report needs to be reported to, subject to any identity and confidentiality restrictions required and provided a recipient is not the subject of the report.

Unauthorised release of information to someone not involved in the investigation (other than senior managers or directors who are not the subject of the report and need to know to take appropriate action, or for corporate governance purposes) will be a breach of this policy.

(c) Fairness and protection from detrimental acts or omissions

No Gold Road employee or contractor may cause detrimental treatment to a person as a result of making a report on reasonable grounds under this policy.

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.

Gold Road will endeavour to implement strategies to help you minimise and manage stress, time or performance impacts, or other challenges resulting from the report or its investigation.

(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 reports about breaches of that Act and the *Taxation Administration Act 1953* (Cth) provides similar protections about breaches of that Act, as long as certain conditions are met – refer to **Annexure A** for further details.

9 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.

10 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, as appropriate, all board whistle-blower reports, whistle-blower reports from Protected Disclosure Officers, whistle-blower reports from Gold Fields in relation to the Gruyere Project and any requests for review of an investigation. 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.

11 ADDITIONAL INFORMATION

If you wish to seek additional information before formally making a report, Gold Road recommends you discuss the matter with a Protected Disclosure Officer.

Alternatively, you may seek independent legal advice at your cost. You will not breach confidentiality obligations in relation to any disclosure of information to a lawyer for the purposes of that legal advice.

12 AVAILABILITY AND TRAINING OF THIS POLICY

This policy and any updates will be published in the Corporate Governance section of Gold Road's external website. Additionally, this policy and updates will be published internally with Gold Road's other policies and procedures.

Employees will be required to undertake online training in relation to this policy as part of the induction process.

Employees will be required to undertake a refresher of the online training at least once every 2 years, and will be required to undertake online training for any major amendments associated with this policy.

13 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.

14 DOCUMENT CONTROL

Whistle-Blower Policy	Issued	Owner: Administration	Approver
Version Control: AD-POL-0002-B	9 December 2019	Company Secretary	Board of Directors
Uncontrolled if printed.			

Annexure A – Special Protections Under The Corporations Act and Taxation Administration Act

The Corporations Act and Taxation Administration Act give special protection to disclosures about Corporations Act or Taxation Administration 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, company secretary, 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**), Australian Prudential Regulatory Authority (**APRA**), the Australian Taxation Office (**ATO**) or another Commonwealth body prescribed by regulation for protection under the Corporations Act;
 - 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 or Taxation Administration 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)

Disclosures to a lawyer for the purposes of obtaining legal advice or legal representation in relation to the operation of the whistle-blower protections are protected (even in the event that the lawyer concludes that a disclosure is not a 'disclosable matter').

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, including:
 - Civil liability (e.g. any legal action against the whistle-blower for breach of an employment contract, duty of confidentiality or another contractual obligation);
 - Criminal liability (e.g. attempted prosecution of the whistle-blower for unlawfully releasing information or other use of the disclosure against the whistle-blower in a prosecution, unless it is false report or the disclosure identifies a criminal act by you not connected with the act of disclosure);
 - Administrative liability (e.g. disciplinary action for making the disclosure if the disclosure is made on reasonable grounds);
- Anyone who victimises or threatens the whistle-blower is guilty of an offence and may be liable for damages. This includes:
 - Dismissal;
 - harm or injury, including psychological harm;
 - alteration of the whistle-blower's position or duties to their disadvantage;
 - discrimination;
 - harassment or intimidation; or
 - damage to a person's property, reputation, business or financial position;
- 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, ATO, the Australian Federal Police or the Australian Prudential Regulatory Authority (**APRA**);

- A whistle-blower can seek compensation and other remedies through a court if:
 - you suffer loss, damage or injury because of a disclosure; and
 - Gold Road fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct

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 or Taxation Administration 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.



DO YOU SUSPECT REPORTABLE CONDUCT IN GOLD ROAD RESOURCES LIMITED?

BDO SECURE

CONFIDENTIAL WHISTLE-BLOWING SERVICE

The most common method of identifying reportable conduct within an organisation is when it is reported by an employee. Reportable conduct includes fraud, misuse or theft of property, conflict of interest, breach of the organisation's policies or Code of Conduct, discrimination, illegal activity, improper accounting, bribery, corruption and unethical behaviour.

BDO Secure provides an independent and anonymous way for employees within Gold Road Resources Limited to report an allegation of reportable conduct.

Is there anything you would like to report?

Call: 1300 408 955

Email: securewa@bdo.com.au (please use Gold Road Resources Limited in subject line)

Post: BDO Secure, PO Box 2147, Subiaco, WA 6904, Australia

Website: <https://www.bdo.com.au/en-au/bdosecure>

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