

1. PURPOSE

Gold Road Resources Limited (**Gold Road or the Company**) is committed to conducting its business and activities in accordance with all applicable laws, rules and regulations and with the highest integrity.

Gold Road is committed to a zero tolerance approach to bribery and corruption, in any form, whether direct or indirect, whether in the public or private sector, anywhere in the world. Gold Road, and our Directors and Employees share a collective commitment to act with integrity, accountability and transparency at all times.

Bribery and corruption can take many forms, including the provision or acceptance of:

- cash payments;
- phony jobs or “consulting” relationships;
- kickbacks;
- political contributions;
- charitable contributions;
- social benefits; or
- gifts, travel, hospitality, and reimbursement of expenses.

This policy has been established to support the governance model as follows:

- Corporate Code of Conduct
- Risk Management Policy
- Purchasing and Contract Standard.

2. OBJECTIVES AND PRINCIPLES

Gold Road will act with integrity by:

- never engaging in corrupt business practices;
- never offering, paying, soliciting or accepting bribes in any form (including Facilitation Payments);
- never offering or accepting an item, money, travel, hospitality, entertainment or other token of appreciation that may be construed or used by others to allege favouritism, discrimination, collusion or similarly unacceptable practices;
- providing a reporting mechanism;
- providing anti-bribery and corruption education and awareness through training; and
- maintaining a register of payments made or gifts received which is reported to both the Audit Committee and the Board.

3. RESPONSIBILITY AND SCOPE

All Gold Road employees including Directors, suppliers, contractors, consultants and other business partners are expected to read, understand and adhere to this policy and any related standards, guidelines and procedures.

All Gold Road employees are responsible for informing the Company Secretary when they become aware of any planned payments or offered gifts or entertainment exceeding the Reporting Threshold covered by this policy.

The Company Secretary is responsible for maintaining the registers referred to in section 6.

4. KEY POLICY REQUIREMENTS

4.1 Reporting a Breach or Suspected Breach of this Policy

If any person becomes aware of, or suspects, bribery or corruption practices they should immediately report to the Company Secretary, Managing Director and CEO, or Chair of the Audit Committee, or follow the guidelines in the Company's Whistleblower Policy.

If the matter may cause significant financial loss to Gold Road, materially damage Gold Road's reputation or interests or involves the Executive Leadership Team or a Director (**Material Report**), the matter **must** be reported to the Chair of the Audit Committee as soon as possible, unless it relates to Chair of the Audit Committee, in which case it must be reported to either the Chair of the Board, a non-executive Director or the External Auditor.

4.2 Payments to Governments or Political Parties

Discretionary payments to governments (i.e. those not based on a published schedule of rates for a service) or political parties greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

4.3 Donations and Sponsorship

Donations and sponsorship payments greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

4.4 Gifts and Entertainment

All gifts received greater than the Reporting Threshold (refer to section 5.5) shall be captured on a register and disclosed to the Audit Committee and the Board at the next meeting.

The full guideline regarding gifts and entertainment is referenced in the Company's Purchasing and Contract Standard. In principle, gifts and entertainment should not be given or received during any business negotiation especially during the tender process for a project or contract. Always consider the intention behind the gift, and the frequency, when deciding whether or not it would be appropriate to accept in compliance with this policy.

4.5 Reporting Threshold

Amounts individually or in combination where provided as a package exceeding:

- Discretionary payments made by Gold Road to Government or Political Parties >\$500
- Donations and sponsorship made by Gold Road >\$500
- Gifts and entertainment received from a third party >\$100.

The threshold for reporting has been set on the basis that amounts in excess of this value may have the ability to influence people's behaviour.

5. BREACHES

Breaches of the provisions within this policy may be regarded as misconduct and subject to disciplinary action.

6. RECORD KEEPING

Record keeping consists of maintaining the following registers:

- Discretionary payments made by Gold Road to Government or Political Parties >\$500
- Donations and sponsorship made by Gold Road >\$500
- Gifts and entertainment received from a third party >\$100.

The registers shall be maintained by the Company Secretary or their delegate.

7. DEFINITIONS

Board means the Board of Directors of Gold Road Resources Limited.

Bribery is the offer, promise, or payment of cash, gifts, or even excessive entertainment, or an inducement of any kind offered or given to a person in a position of trust to influence that person's views or conduct or to obtain an improper advantage.

Company Secretary means the Company Secretary of Gold Road Resources Limited

Corruption is the misuse of public power for private profit, or the misuse of entrusted power for private gain.

Director/s means a director of Gold Road Resources Limited.

Employee means an employee of, or consultant to, Gold Road Resources Limited.

Executive Leadership Team means the team of executives of the Company reporting directly to the Managing Director and CEO of the Company, and including the Managing Director and CEO.

Facilitation Payment is a payment to a public or government official that acts as an incentive for the official to complete some action or process expeditiously, to the benefit of the party making the payment.

A payment is not a facilitation if there are published fees for shorter approval or processing times (e.g. a higher fee is typically payable for shorter visa processing times).

Reporting Threshold is defined in section 4.5.

8. POLICY REVIEW

This policy is to be reviewed on an annual basis by the Company Secretary in consultation with the Managing Director and CEO, and presented to the Audit Committee for review and recommendation to the Board.

9. DOCUMENT CONTROL

Version Number	Revision Date	Document Owner	Document Approver
Version 4.0	22 July 2020	Company Secretary	Board of Directors