

## 1. INTRODUCTION

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Gold Road Resources (**Gold Road** or the **Company**) as a listed entity must make accurate, timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities. This policy sets the requirements for complying with the Company's continuous disclosure obligations contained in the Listing Rules of the Australian Securities Exchange (**ASX**) and the *Corporations Act 2001* (Cth).

This policy applies to all directors, officers, employees, joint venture partners, contractors or suppliers of Gold Road.

## 2. OVERVIEW

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In accordance with the *ASX Listing Rules*, the Company will immediately notify the ASX of information:

1. concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities; and
2. that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

The only exception to this is where the *ASX Listing Rules* do not require such information to be disclosed.

Upon confirmation of receipt from the ASX, the Company will post all information disclosed in accordance with this policy on the Company's website in an area accessible by the public.

## 3. DECISION MAKING OF DISCLOSURE OBLIGATION

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The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to the ASX, as well as communicating with the ASX. The Managing Director and CEO, and Company Secretary will be responsible for ensuring that Company announcements are lodged in a timely manner, and will establish a vetting procedure to ensure that the announcements are factual and do not omit any material information. Prior to the release of any unaudited periodic corporate report, the Managing Director and CEO, and Company Secretary will ensure that that the Company has complied with the process specified in Annexure A to this policy.

The Board will review, and have the opportunity to comment on, all proposed material announcements. The Managing Director and CEO, and Company Secretary will also ensure that Company announcements are expressed in a clear and objective manner that allows investors to assess the impact of the information when making investment decisions.

The Board will receive copies of all notifications to the ASX, including confirmations of release on ASX's e-lodgement centre.

## 4. MEASURES TO AVOID A FALSE MARKET IN COMPANY'S SECURITIES

The Company recognises that a false market in the Company's securities may occur if the Company provides incomplete information to the ASX or if the Company fails to respond to market and media speculation that may, or may be likely to, have an impact on the price of the Company's securities.

While the Company does not, in general, respond to market speculation or rumours unless required to do so by law or the ASX, the Company is committed to disclosing as much information as possible, without harming the Company, to a wide audience of investors through media releases of important milestones, including information that may not strictly be required under continuous disclosure requirements. Information given to the ASX for market release will also be provided to investors through media releases. Such media releases will be posted on the Company's website.

Where appropriate, the Company will request a trading halt from the ASX to prevent trading in the Company's securities by an inefficient and uninformed market until the Company can make an announcement to the market.

## 5. MEDIA CONTACT AND COMMENT

The Board has designated the Managing Director and CEO, or the Chairperson (where appropriate) to speak to the media on matters associated with the Company. In speaking to the press, the Managing Director and CEO, or the Chairperson will not comment on price sensitive information that has not already been disclosed to ASX, however, they may clarify previously released information.

There will be times when Directors and employees will be approached by the media for public comment. On such occasions, the Director(s) or employee(s) should comply with the following:

1. refer the person to the Managing Director and CEO, or Chairperson of the Board as appropriate for comment;
2. refrain from disclosing any information, documents or other forms of data to the person without the prior consent of the Managing Director and CEO, or the Chairperson of the Board;
3. report the person who contacted the Director/employee, the reason (explicit or inferred) for the contact and a summary of any other relevant information as soon as possible to the Managing Director and CEO, or the Chairperson.

## 6. EXTERNAL COMMUNICATIONS AND INVESTOR/ANALYST BRIEFINGS

The Company discloses its financial and operational results to the market each half year/quarter as well as informing the market of other events throughout the year as they occur. Quarterly financial reports, media releases and Annual General Meeting scripts are all lodged with the ASX and subsequently posted to the Company's website. As all financial information is disclosed through the ASX, the Company will only comment on factual errors in information and underlying assumptions when commenting on market analysts' financial projections, rather than commenting on the projections themselves.

In addition to the above disclosures, the Company does conduct briefings and discussions with the investing community. However, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an ASX announcement. Prior to the commencement of any

briefings, discussions, investor roadshows or investor presentations, a copy of the presentation or briefing materials will be disclosed to the market via an ASX announcement, unless:

- (a) no substantive changes have been made to an investor presentation and there is no material new information; or
- (b) the material is incomplete and the ASX Market Platform is closed, in which case the presentation will be disclosed when the ASX Market Platform re-opens.

The materials will also be posted to the Company's website as soon as the ASX confirms that this information has been released to the market.

Similarly, when answering shareholder questions, price sensitive information will not be discussed unless that particular information has been formally disclosed to the market via an ASX announcement.

Where a question can only be answered by disclosing price sensitive information, the Company will decline to answer it or take it on notice and announce the information to ASX prior to responding.

## 7. POLICY REVIEW

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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.

## 8. DEFINITIONS

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**ASX** means the Australian Securities Exchange.

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

**Company** means Gold Road Resources Limited.

**Company Secretary** means the Company Secretary of Gold Road Resources Limited.

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

## 9. DOCUMENT CONTROL

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Version Number	Revision Date	Document Owner	Document Approver
Version 4.0	11 December 2020	Company Secretary	Board of Directors

## Annexure A - Process To Verify Unaudited Periodic Corporate Reports

### 1. GENERAL

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A **periodic corporate report** is the Company's annual directors' report, annual and half-yearly statement, quarterly activity report, quarterly cash flow report, integrated report, sustainability or ESG report, or similar periodic report prepared for the benefit of investors.

The Company will undertake due diligence in relation to the preparation of any periodic corporate report. Additionally, key management personnel will certify to the Board that any material statement in a periodic corporate report is true and accurate and not misleading and deceptive and does not omit any relevant information. The primary objective of the due diligence and certification is to minimise the risk of materially inaccurate or misleading information, and that balanced and appropriate information is provided to enable investors to make informed investment decisions.

An assessment of whether information is material involves both qualitative and quantitative issues.

### 2. DUE DILIGENCE

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Due diligence for a periodic corporate report involves taking reasonable steps to:

- (a) determine any relevant information to be disclosed in the periodic corporate report;
- (b) review the periodic corporate report to ensure the accuracy of the information;
- (c) verify any material statements in the periodic corporate report; and
- (d) consider any forecast or forward looking statement included in the periodic corporate report to ensure that there is a reasonable basis for including that information.

### 3. SENIOR LEADERSHIP TEAM CERTIFICATION

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The Senior Leadership Team (consisting of the direct reports to the Managing Director and CEO, and direct reports to the Executive Leadership Team e.g. Company Secretary, Exploration Manager, Manager Corporate Development & Investor Relations, Commercial Manager and Financial Controller) will certify to the Managing Director and CEO and the General Manager – Finance for each periodic corporate report that they have made all reasonable enquiries to establish that, to the best of their knowledge, any material statement is true and accurate and not misleading and deceptive and does not omit any relevant information.

Following the certification, and prior to release of the periodic corporate report to the ASX, if a Leadership Team member becomes aware of any matter or circumstance which would alter their certification, that member must immediately inform the Managing Director and CEO, and General Manager – Finance of the relevant change.

## 4. CERTIFICATION TO BOARD

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The Managing Director and CEO, and General Manager – Finance will certify to the Board for any periodic corporate report prior to release to the ASX that:

- (a) the periodic corporate report complies in all material respect with the accounting standards specified by the *Corporations Act 2001* (Cth);
- (b) the periodic corporate report gives a true and fair view, in all material respects of the financial position and operational and financial performance of the Company;
- (c) the financial records of the Company have been properly maintained in accordance with section 286 of the *Corporations Act 2001* (Cth);
- (d) the statement regarding the integrity of financial statements and other material statements are founded on a sound system of risk management and internal control which, in all material respects, implements the policies adopted by the board of directors;
- (e) the risk management and internal control systems of the Company are operating effectively, in all material respects;
- (f) no changes or other matters have arisen that would have a material effect on the operation of risk management and internal control systems of the Company; and
- (g) there is a reasonable basis for any forecast or forward looking statement included in the periodic corporate report.