

1. INTRODUCTION

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

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.

(Inside Information)

The only exception to this is where the *ASX Listing Rules* do not require such information to be disclosed. When the Company is relying on such an exception or is involved in a development that may require reliance on an exception, strict confidentiality must be maintained, and appropriate confidentiality protocols should be followed. The Company will also adopt heightened monitoring procedures during these periods to detect a leak including the maintenance of a list of those individuals within the Company who have access to Inside Information.

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

The Board has designated Company Secretaries as the persons 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 Secretaries 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 Secretaries 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 Board is responsible for approving announcements about matters that fall within its reserved powers (unless there has been a delegation to management) or matters that are otherwise of fundamental significance to the Company. The Managing Director and CEO, and Company Secretaries 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 and Executive Leadership Team will promptly 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 the 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. BREACHES OF THE POLICY

Compliance with this policy is monitored, and any material breaches reported to the Board.

Breaches of continuous disclosure laws have serious consequences for the Company and its Directors.

Breaches of this policy may lead to disciplinary action being taken against any employee involved in the breach, including termination of employment in serious cases. All reports of any breaches or suspected breaches, whether material or not, are dealt with under Gold Road's Whistleblower Policy.

8. TRAINING

Everyone working for or engaged by Gold Road is trained on this policy as part of their Company induction process. All existing Gold Road Employees will receive regular updates on this policy as part of their ongoing continuous disclosure education and awareness training; and to assist with their understanding of the legal obligations relating to disclosure of Inside Information, materiality and confidentiality.

9. POLICY REVIEW

This policy is to be reviewed on an annual basis by the Company Secretaries in consultation with the Managing Director and CEO, and presented to the Audit Committee for review and recommendation to the Board to ensure that it continues to be effective in managing Gold Road's continuous disclosure obligations and to confirm whether any changes are required to the policy.

Significant amendments made to this policy will be communicated to employees by a Company Secretary.

10. DEFINITIONS

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 a Company Secretary of Gold Road Resources Limited.

Director/s means a director of 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.

11. DOCUMENT CONTROL

Version Number	Revision Date	Document Owner	Document Approver
Version 6.0	8 December 2023	Company Secretary	Board of Directors

Annexure A - Process To Verify Unaudited Periodic Corporate Reports

1. GENERAL

A **periodic corporate report** is the Company's annual directors' report, annual and half-yearly statements, 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 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

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. EXECUTIVE LEADERSHIP TEAM CERTIFICATION

The Executive Leadership Team (consisting of the direct reports to the Managing Director and CEO) together with key contributors to the periodic corporate report will certify to the Managing Director and CEO and the Chief Financial Officer 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 an Executive Leadership Team member or key contributor to the periodic corporate report, becomes aware of any matter or circumstance which would alter their certification, that person must immediately inform the Managing Director and CEO, and Chief Financial Officer of the relevant change.

4. CERTIFICATION TO BOARD

The Managing Director and CEO, and Chief Financial Officer 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.