

## 1. INTRODUCTION

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This Code of Conduct (**Code**) sets out the minimum standards which the Board, the Executive Leadership Team (**ELT**) and employees of Gold Road Resources (**Gold Road** or **the Company**) are required to comply with, and the higher standards that the Board encourages the Company to comply with, when dealing with each other, our host communities, governments, partners, suppliers, shareholders and the broader community. This Code of Conduct also applies to consultants and contract partners.

The objectives of this Code are to ensure that:

- High standards of corporate and individual behaviour are observed by all employees in the context of their employment with Gold Road
- Employees are aware of their responsibilities under their employment contract and always act in an ethical and responsible manner, and consistent with Gold Road's values
- All persons dealing with Gold Road, whether it be employees, shareholders, suppliers, customers or contract partners, can be assured Gold Road will act in a manner which is consistent with its values and stated practices.

## 2. COMMITMENT OF THE BOARD AND THE EXECUTIVE LEADERSHIP TEAM

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The Board and the ELT approve and endorse this Code of Conduct and support the Code and all it strives to achieve.

The Board and the ELT encourage all employees to consider the principles of the Code and use them as a guide to determine how to respond when acting on behalf of Gold Road.

## 3. RESPONSIBILITIES TO SHAREHOLDERS AND THE FINANCIAL COMMUNITY GENERALLY

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Gold Road aims to:

- Increase shareholder value within an appropriate framework which safeguards the rights and interests of Gold Road's shareholders and the financial community
- Comply with systems of control and accountability which Gold Road has in place as part of its corporate governance with openness and integrity.

## 4. RESPONSIBILITIES TO CLIENTS, CUSTOMERS AND CONSUMERS

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Gold Road must comply with all legislative and common law requirements which affect its business, in particular those in respect of occupational health and safety, the environment, native title and cultural heritage. Any breach of law must be reported to a member of the ELT or to the Protected Disclosure Officer (refer to the Company's Whistleblower Policy for details) as soon as a person becomes aware of the breach.

## 5. FAIR EMPLOYMENT PRACTICES

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Gold Road should employ the best available employees with skills required to carry out vacant positions. Employment decisions will be made without considering a person's race, colour, religion, nationality, ancestry, sex, pregnancy, marital or family status, sexual orientation, gender identity or expression, age, mental or physical disability, medical condition or other characteristics. Gold Road encourages affirmative action to increase employment for women and indigenous people.

Gold Road respects human rights everywhere we work and do business with others.

Gold Road must ensure a safe workplace and maintain appropriate workplace health and safety practices commensurate with the nature of Gold Road's business and activities. Unsafe work practices must be reported to a person's immediate manager or the health and safety representative on site.

Gold Road is committed to providing a respectful work environment free from violence and bullying. Gold Road will not tolerate any level of acts or threats of physical violence or bullying (including but not limited to actions in a digital format) while on Gold Road property, using Gold Road property or while interacting with any Gold Road employees, vendors, contractors, business partners or other members of the public.

Gold Road is committed to providing a respectful work environment free of sexual harassment, other harassment and discrimination based on gender, gender identity, gender expression, race, nationality, ethnic, social and indigenous origin, religion, religious belief, disability, age, sexual orientation, and other legally protected categories. Gold Road will not tolerate harassment based upon any of the categories stated above or any additional legally protected category in any form of conduct, speech, written notes, photos, cartoons or electronic messages (including on social media). Refer to the Company's Diversity and Inclusion Standard and Workplace Behaviour Policy for details.

## 6. ACCOUNTING POLICIES AND DISCLOSURE

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Gold Road is committed to delivering to shareholders and the market accurate, timely and up-to-date information within both the letter and spirit of the Listing Rules of the ASX, all relevant laws and applicable accounting standards.

## 7. RESPONSIBILITY TO THE COMMUNITY

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Gold Road will recognise, consider and respect environmental issues which arise in relation to its activities and must comply with all applicable legal requirements. Gold Road respects the cultural values, traditions and beliefs of indigenous people.

Our aim is to have an open and honest long-term relationship with those communities in which we operate, which will be mutually beneficial during Gold Road's operations and beyond.

Gold Road strives to improve our overall environmental performance, including identifying opportunities for the efficient use of energy and water, minimising waste, contributing to the conservation of biodiversity and applying sound practice to land use planning and rehabilitation. We will maintain transparency of our environmental performance through preparation of an annual Sustainability Report.

Gold Road may support local community groups or charities through sponsorships and donations that are legal, ethical and further the interests of the Company in accordance with the Anti-bribery and Corruption Policy.

## 8. RESPONSIBILITY TO THE INDIVIDUAL

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Gold Road should recognise and respect the rights of individuals and must comply with the applicable legal rules regarding discrimination, privacy, privileges, private and confidential information.

## 9. OBLIGATIONS RELATIVE TO FAIR COMPETITION AND DEALING

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Gold Road should deal with suppliers, contract partners, joint venture partners and third parties in a way that is fair and unbiased, and should not engage in deceptive or misleading practices.

## 10. CONFLICTS OF INTEREST

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The Board, the ELT and employees should not involve themselves in situations where there is a real or apparent conflict of interest between them as individuals and the interest of Gold Road. Where a real or apparent conflict of interest arises, the matter should be brought to the attention of the Chair in the case of a board member, the Managing Director and CEO in the case of a member of the ELT, or the ELT in the case of any other employee, so that it may be considered and dealt with in an appropriate manner for all concerned.

## 11. SHARE TRADING

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It is illegal to trade in shares while in the possession of unpublished price sensitive information. The Board, the ELT, employees and consultants must comply with Gold Road's Securities Trading Policy.

## 12. GIFTS AND ENTERTAINMENT

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Gifts and entertainment must comply with the Company's Anti-bribery and Corruption Policy. Generally, acceptance of inexpensive non-cash gifts is permissible. In addition, infrequent and moderate business meals and entertainment (including local sporting events) with suppliers or contract partners can be appropriate. However, be aware of the potential for a conflict of interest (whether real or apparent). If any gift or courtesy is accepted, it must be recorded on the Company's Gift Register. The Company Secretary is responsible for the management of the Company's Gift Register.

## 13. IMPROPER PAYMENTS

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Gold Road prohibits bribery and corruption (directly or through intermediaries) in all business dealings and must maintain accurate books, records and accounts that correctly reflect the true nature of all transactions. The Anti-bribery and Corruption Policy provides further guidance on this matter.

## 14. CONFIDENTIALITY

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The Board, the ELT and employees will maintain all confidential information in strict confidence, except when disclosure is permitted or legally required. Confidential information includes any non-public information

concerning Gold Road and its subsidiaries, including its business, financial performance, drilling results or prospects, people related information and information provided by third parties. The obligation to continue confidentiality continues after your employment at the Company ends.

## 15. PRIVACY

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The Board, the ELT and employees must comply strictly with the privacy principles of the *Privacy Act 1988*.

Private information about a co-worker, supplier, contract partner, investor or any other person dealing with Gold Road must not be discussed or disclosed to any third party without prior written consent of the individual to which the information relates.

## 16. USE OF COMPANY ASSETS

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The Board, the ELT and employees should protect Gold Road's assets and ensure their efficient and effective use, including taking care to prevent waste, loss, damage, misuse, or theft. Gold Road's assets must only be used for business purposes (unless appropriate approval is obtained). Personal communications using Gold Road's information technology should be kept to a minimum.

The Board, the ELT and employees should exercise care in incurring or approving business expenses, work to minimise expenses and ensure that such expenses are reasonable and serve Gold Road's business interests.

## 17. PERIODIC REVIEW

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Gold Road will monitor compliance with the Code periodically by liaising with the Board, the ELT and employees especially in relation to any areas of difficulty which arise from the Code and any other ideas or suggestions for improvement of the Code. Suggestions for improvements or amendments to the Code can be made at any time by providing a written note to the Company Secretary.

## 18. REPORTING AND COMPLIANCE WITH THE CODE

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The Company Secretary has responsibility for monitoring and ensuring compliance with this Code.

It is expected that employees of Gold Road who become aware of known, suspected, or potential cases of any breach of this Code will make a report under in accordance with the Whistleblower Policy.

If the matter may cause significant financial loss to Gold Road, materially damage Gold Road's reputation or interests or involves the ELT 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.

If the matter isn't a Material Report, the Company Secretary will report to the Audit Committee on the number and type of reports to enable Gold Road to address any issues.

Failure by employees to comply with this Code may result in disciplinary action, including in serious cases, termination of employment.

## 19. TRAINING

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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 code of conduct education and awareness training.

## 20. 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 a Company Secretary of Gold Road Resources Limited.

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

**Executive Leadership Team (ELT)** 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.

**Gold Road** means Gold Road Resources Limited.

**Non-executive Director** means a director of the Company who is not employed in an executive capacity within Gold Road Resources Limited.

## 21. KEY ASSOCIATED POLICIES

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- [Gold Road Values](#)
- [Whistleblower Policy](#)
- [Anti-bribery and Corruption Policy](#)
- [Diversity and Inclusion Standard](#)
- [Workplace Behaviour Policy](#)
- [Securities Trading Policy](#)

## 22. DOCUMENT CONTROL

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Version Number	Revision Date	Document Owner	Document Approver
Version 7.0	8 December 2023	Company Secretary	Board of Directors