

ASX ANNOUNCEMENT

8 August 2014

Company Announcements Platform
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Appendix 3Y - Change of Director's Interest Notices

Please find attached Appendix 3Y's noting change in directors' holdings for Mr Murray and Mr Lubieniecki.

Yours faithfully,
Gold Road Resources Limited

KEVIN HART
COMPANY SECRETARY



ASX Code: GOR

ABN 13 109 289 527

COMPANY DIRECTORS
Ian Murray
Chairman

Ziggy Lubieniecki
Executive Director

Russell Davis
Non-Executive Director

Martin Pyle
Non-Executive Director

Kevin Hart
Company Secretary

CONTACT DETAILS
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Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| |
|--|
| Name of entity: Gold Road Resources Limited |
| ABN: 13 109 289 527 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|------------------|
| Name of Director | Ian Murray |
| Date of last notice | 20 November 2013 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--|
| Direct or indirect interest | Direct & Indirect |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | Troyleigh Investments Pty Ltd - As Trustee for Ian and Karen Trust Ian & Karen Murray Superannuation |
| Date of change | 30 July 2014 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held prior to change | <p>Indirect</p> <ul style="list-style-type: none"> • 10,848,712 fully paid ordinary shares • 2,000,000 unlisted options exercisable by payment of \$0.615 each on or before 31 October 2014 • 3,300,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015. <p>Direct</p> <ul style="list-style-type: none"> • 300,000 – Performance Share Rights - Performance Rights are subject to recipients remaining employed by the Company up to the Test Date and the 10 day VWAP of trading in the shares up to the relevant Test Date being at least: <ul style="list-style-type: none"> • 59 cents per Share in relation to 300,000 Performance Rights which are tested and vest on 30 November 2013. • 1,600,000 – Performance Share Rights - Performance Rights are subject to recipients remaining employed by the Company up to the Test Date and the 60 day VWAP of trading in the shares during the 6 month period prior to the relevant Test Date being at least: <ul style="list-style-type: none"> • 24 cents per Share in relation to 800,000 Performance Rights which are tested and vest on 30 November 2013. • 28 cents per Share in relation to 800,000 Performance Rights which are tested and vest on 30 November 2014. |
| Class | Performance Share Rights |
| Number acquired | (1) 1,300,000 performance rights issued |
| Number disposed | (2) 1,100,000 performance rights expired |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| No. of securities held after change | <p>Indirect</p> <ul style="list-style-type: none"> • 10,848,712 fully paid ordinary shares • 2,000,000 unlisted options exercisable by payment of \$0.615 each on or before 31 October 2014 • 3,300,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015. <p>Direct</p> <ul style="list-style-type: none"> • 800,000 – Performance Share Rights <p>Performance Rights are subject to recipients remaining employed by the Company up to the Test Date and the 60 day VWAP of trading in the shares during the 6 month period prior to the relevant Test Date being at least 28 cents per Share which are tested and vest on 30 November 2014.</p> <ul style="list-style-type: none"> • 1,300,000 – Performance Share Rights – subject to recipients remaining employed by the Company up to the Test Date, the Company's Total Shareholder Return compared to the change in the ASX All Ordinaries Gold Index over the same three year period ending 30 June 2017, and an internal corporate hurdle. |
| Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back | <p>(1) Issue of performance share rights in accordance with the Gold Road Resources Limited Employee Incentive Plan and approved at the General Meeting held on 30 July 2014</p> <p>(2) Performance rights expired upon hurdles not being met at test date.</p> |

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|---------------------------|-----|
| Detail of contract | N/A |
|---------------------------|-----|

+ See chapter 19 for defined terms.

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Change of Director's Interest Notice

| | |
|---|-----|
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | N/A |
| Interest after change | N/A |

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.

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Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

| |
|--|
| Name of entity: Gold Road Resources Limited |
| ABN: 13 109 289 527 |

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

| | |
|----------------------------|-------------------|
| Name of Director | Ziggy Lubieniecki |
| Date of last notice | 20 June 2014 |

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

| | |
|--|--------------|
| Direct or indirect interest | Direct |
| Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest. | |
| Date of change | 30 July 2014 |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|--|
| No. of securities held prior to change | <ul style="list-style-type: none"> • 1,912,767 - Ordinary Fully Paid Shares. • 1,000,000 - Unlisted Options - exercisable by payment of 10/ 11 and 13 cents each expiring 30 September 2015. • 1,000,000 - Unlisted Options - exercisable by payment of 97.5 cents each expiring 30 April 2015. • 1,700,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015. • 625,000 – Performance Share Rights - Performance Rights are subject to recipients remaining employed by the Company up to the Test Date and the 60 day VWAP of trading in the shares during the 6 month period prior to the relevant Test Date being at least 28 cents per Share which are tested and vest on 30 November 2014. |
| Class | Performance share rights |
| Number acquired | 486,111 |
| Number disposed | Nil |
| Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation | Nil |

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

| | |
|---|---|
| <p>No. of securities held after change</p> | <ul style="list-style-type: none"> • 1,912,767 - Ordinary Fully Paid Shares. • 1,000,000 - Unlisted Options - exercisable by payment of 10/ 11 and 13 cents each expiring 30 September 2015. • 1,000,000 - Unlisted Options - exercisable by payment of 97.5 cents each expiring 30 April 2015. • 1,700,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015. • 625,000 – Performance Share Rights - Performance Rights are subject to recipients remaining employed by the Company up to the Test Date and the 60 day VWAP of trading in the shares during the 6 month period prior to the relevant Test Date being at least 28 cents per Share which are tested and vest on 30 November 2014. • 486,111 – Performance Share Rights – subject to recipients remaining employed by the Company up to the Test Date, the Company's Total Shareholder Return compared to the change in the ASX All Ordinaries Gold Index over the same three year period ending 30 June 2017, and an internal corporate hurdle. |
| <p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p> | <p>Issue of performance share rights in accordance with the Gold Road Resources Limited Employee Incentive Plan and approved at the General Meeting held on 30 July 2014</p> |

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Change of Director's Interest Notice

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

| | |
|---|-----|
| Detail of contract | N/A |
| Nature of interest | N/A |
| Name of registered holder (if issued securities) | N/A |
| Date of change | N/A |
| No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small> | N/A |
| Interest acquired | N/A |
| Interest disposed | N/A |
| Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small> | N/A |
| Interest after change | N/A |

Part 3 – ⁺Closed period

| | |
|---|-----|
| Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required? | No |
| If so, was prior written clearance provided to allow the trade to proceed during this period? | N/A |
| If prior written clearance was provided, on what date was this provided? | N/A |

⁺ See chapter 19 for defined terms.