

15 August 2014

ASX Compliance Pty Ltd
Level 8, Exchange Plaza
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PERTH WA 6000

Attention: Dale Allen



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Dear Dale

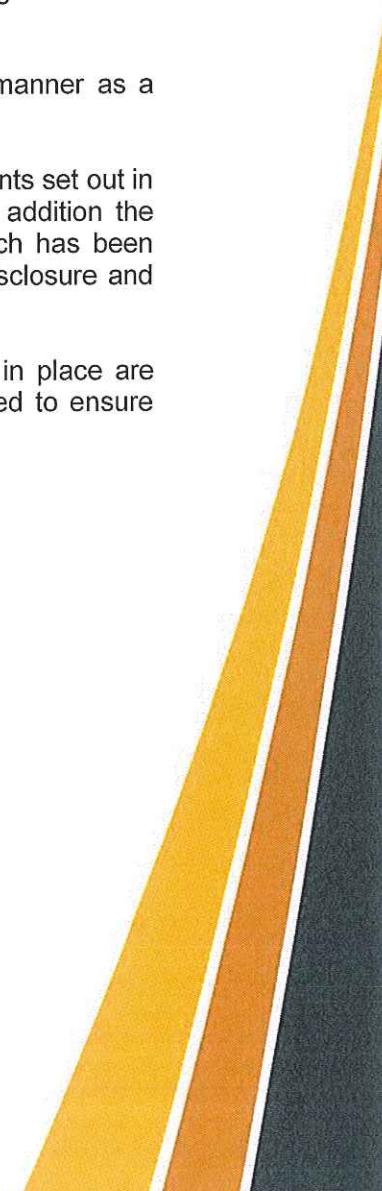
We refer to your letter dated 11 August 2014 and respond as follows:

The Company is aware of its listing rule obligations in respect to this matter and specifically listing rules 3.19A and 3.19B. The Company makes the following statements about the late notification of the performance rights issue.

1. The Appendix 3Y's were not released to the market in a timely manner as a result of an administrative oversight.
2. The Company has informed all Directors of the disclosure requirements set out in listing rules 3.19A, 3.19B and s205G of the Corporations Act. In addition the Company has previously adopted a Securities Trading Policy which has been disclosed to the market and which outlines the requirements for disclosure and approval of all securities trading.
3. The Company is confident that the arrangements it currently has in place are adequate and doesn't believe that any additional steps are required to ensure ongoing compliance with listing rule 3.19B.

Yours faithfully

Kevin Hart
Company Secretary





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11 August 2014

Mr Kevin Hart
Company Secretary
Gold Road Resources Limited
22 Altona Street
West Perth WA 6005

By Email: kevinh@endeavourcorp.com.au

Dear Kevin

Gold Road Resources Limited (the "Company") Appendix 3Y – Change of Director's Interest Notices.

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX Limited ("ASX") on 8 August 2014 for Mr Ian Murray.
2. The Appendix 3Y lodged by the Company with ASX on 8 August 2014 for Mr Ziggy Lubienieccki.
3. Listing rule 3.19A which requires an entity to tell ASX the following:
 - 3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times.
 - On the date that the entity is admitted to the official list.
 - On the date that a director is appointed.The entity must complete Appendix 3X and give it to ASX no more than 5 business days after the entity's admission or a director's appointment.
 - 3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust). The entity must complete Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.
 - 3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

4. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

5. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y for Mr Ian Murray & Mr Ziggy Lubienciecki indicated that changes in the director's relevant interests occurred on 30 July 2014, it appears that each Appendix 3Y should have been lodged with the ASX by 6 August 2014. As each Appendix 3Y was lodged on 8 August 2014, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions:

1. Please explain why the Appendix 3Y for Mr Ian Murray and the Appendix 3Y for Mr Ziggy Lubienciecki were lodged late?
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?

Your response should be sent to me by e-mail to dale.allen@asx.com.au. It should not be sent to the ASX Market Announcements Office.

A response is requested as soon as possible (i.e. before 4.00pm W.S.T.) on **Thursday 14 August 2014**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,

[sent electronically without signature]

Dale Allen
Senior Adviser, Listings Compliance (Perth)