

## ASX ANNOUNCEMENT

2 February 2015

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 Osborne.

Yours faithfully,  
Gold Road Resources Limited

**KEVIN HART**  
COMPANY SECRETARY



ASX Code: GOR

ABN 13 109 289 527

COMPANY DIRECTORS

**Ian Murray**  
Chairman

**Justin Osborne**  
Executive Director

**Russell Davis**  
Non-Executive Director

**Tim Netscher**  
Non-Executive Director

**Martin Pyle**  
Non-Executive Director

**Kevin Hart**  
Company Secretary

CONTACT DETAILS

**Principal & Registered Office**  
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**Website**  
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**Email**  
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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

<b>Name of entity: Gold Road Resources Limited</b>
<b>ABN: 13 109 289 527</b>

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.

<b>Name of Director</b>	Ian Murray
<b>Date of last notice</b>	5 December 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.

<b>Direct or indirect interest</b>	Direct & Indirect
<b>Nature of indirect interest (including registered holder)</b> 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
<b>Date of change</b>	29-30 January 2015

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+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

<b>No. of securities held prior to change</b>	<p><b>Indirect</b> 11,448,712 fully paid ordinary shares</p> <p>3,300,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015.</p> <p><b>Direct</b> Gold Road Resources Employee Incentive Scheme participation.</p> <p>1,300,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle;</li> <li>50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2018.</p>
<b>Class</b>	Ordinary shares
<b>Number acquired</b>	Nil
<b>Number disposed</b>	400,000
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$144,714
<b>No. of securities held after change</b>	<p><b>Indirect</b> 11,048,712 fully paid ordinary shares</p> <p>3,300,000 unlisted options exercisable by payment of \$0.13 each on or before 19 November 2015.</p> <p><b>Direct</b> Gold Road Resources Employee Incentive Scheme participation.</p> <p>1,300,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle;</li> <li>50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2018.</p>

+ See chapter 19 for defined terms.

## Appendix 3Y

### Change of Director's Interest Notice

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market trade
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### 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.

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

### Part 3 – <sup>+</sup>Closed period

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

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

<b>Name of entity: Gold Road Resources Limited</b>
<b>ABN: 13 109 289 527</b>

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.

<b>Name of Director</b>	Justin Osborne
<b>Date of last notice</b>	1 January 2015

### 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.

<b>Direct or indirect interest</b>	Direct and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	OT Superfund Beneficiary
<b>Date of change</b>	29 January 2015

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**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. of securities held prior to change</b>	<p><b>Direct</b>  1,000,000 unlisted options, vested on 14 October 2014, exercisable at 13 cents each, expiring 14 October 2017,</p> <p>1,000,000 unlisted options, vesting on 14 October 2015, exercisable at 13 cents each, expiring on 14 October 2017,</p> <p>1,000,000 unlisted options, vesting on 14 October 2016, exercisable at 13 cents each, expiring on 14 October 2017.</p> <p>Gold Road Resources Employee Incentive Scheme participation.</p> <p>486,111 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2018.</p> <p><b>Indirect</b>  1,100,000 Ordinary fully paid shares</p>
<b>Class</b>	Ordinary Fully Paid shares
<b>Number acquired</b>	100,000
<b>Number disposed</b>	Nil
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$36,560

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<b>No. of securities held after change</b>	<p><b>Direct</b></p> <p>1,000,000 unlisted options, vested on 14 October 2014, exercisable at 13 cents each, expiring 14 October 2017,</p> <p>1,000,000 unlisted options, vesting on 14 October 2015, exercisable at 13 cents each, expiring on 14 October 2017,</p> <p>1,000,000 unlisted options, vesting on 14 October 2016, exercisable at 13 cents each, expiring on 14 October 2017.</p> <p>Gold Road Resources Employee Incentive Scheme participation.</p> <p>486,111 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2018.</p> <p><b>Indirect</b></p> <p>1,200,000 Ordinary fully paid shares</p>
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	On market purchase

### 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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A

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<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	N/A
<b>Interest after change</b>	N/A

#### Part 3 – <sup>+</sup>Closed period

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

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<sup>+</sup> See chapter 19 for defined terms.