

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	27 November 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.

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	1-3 December 2015

+ See chapter 19 for defined terms.

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No. of securities held prior to change	<p>Indirect 13,376,123 fully paid ordinary shares</p> <p>Direct Gold Road Resources Employee Incentive Scheme participation.</p> <p>1,300,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles. <p>The rights expire on 30 June 2018.</p> <p>1,125,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 31 December 2018 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 31 December 2018 and upon meeting internal Company vesting hurdles. <p>The rights expire on 31 December 2019.</p> <p>376,203 Employee STI Incentive Plan shares fully vested and expiring 31 July 2016.</p> <p>Up to 281,250 performance share rights in respect of the twelve month period to 30 June 2016 STI program vesting subject to performance measures</p>
Class	Ordinary shares
Number acquired	Nil
Number disposed	200,000
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$75,000

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No. of securities held after change	<p>Indirect 13,176,123 fully paid ordinary shares</p> <p>Direct Gold Road Resources Employee Incentive Scheme participation.</p> <p>1,300,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 30 June 2017 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 30 June 2017 and upon meeting internal Company vesting hurdles. <p>The rights expire on 30 June 2018.</p> <p>1,125,000 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 31 December 2018 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 31 December 2018 and upon meeting internal Company vesting hurdles. <p>The rights expire on 31 December 2019.</p> <p>376,203 Employee STI Incentive Plan shares fully vested and expiring 31 July 2016.</p> <p>Up to 281,250 performance share rights in respect of the twelve month period to 30 June 2016 STI program vesting subject to performance measures</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	On market trade

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

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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.