

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Gold Road Resources Limited

ACN/ARSN 109 289 527

1. Details of substantial holder (1)

Name Mason Hill Advisors, LLC on behalf of itself, Mason Hill Partners LP, Equinox Partners LP, Equinox Illiquid Fund LP, Wilhelmus Henricus Maria Pot and Stichting Lichfield

ACN/ARSN (if applicable) Not applicable

There was a change in the interests of the substantial holder on

24 / 10 / 2016

The previous notice was given to the company on

21 / 07 / 2016

The previous notice was dated

21 / 07 / 2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	43,617,096	5.02%	52,556,675	6.05%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure A					

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Mason Hill Advisors, LLC	See below items	See below items	Mason Hill Advisors, LLC has a relevant interest under section 603(1)(b) or (c) of the Corporations Act 2001 (Cth) ("Corporations Act") – Mason Hill is the investment advisor of Mason Hill Partners LP, Equinox Partners LP, Equinox Illiquid Fund LP, Wilhelmus Henricus Maria Pot and Stichting Lichfield.	52,556,675 fully paid ordinary shares	52,556,675
Mason Hill Partners LP	Mason Hill Partners LP	Mason Hill Partners LP	Mason Hill Partners LP has a relevant interest	4,656,037 fully paid ordinary	4,656,037

			under section 608(1)(a) of the Corporations Act.	shares	
Equinox Partners LP	Equinox Partners LP	Equinox Partners LP	Equinox Partners LP has a relevant interest under section 608(1)(a) of the Corporations Act.	19,674,890 fully paid ordinary shares	19,674,890
Equinox Illiquid Fund LP	Equinox Illiquid Fund LP	Equinox Illiquid Fund LP	Equinox Illiquid Fund LP has a relevant interest under section 608(1)(a) of the Corporations Act.	4,504,134 fully paid ordinary shares	4,504,134
Wilhelmus Henricus Maria Pot	Goldman Sachs Co	Goldman Sachs Co	Wilhelmus Henricus Maria Pot has a relevant interest under section 608(1)(a) of the Corporations Act.	7,650,556 fully paid ordinary shares	7,650,556
Stichting Lichfield	Goldman Sachs Co	Goldman Sachs Co	Stichting Lichfield has a relevant interest under section 608(1)(a) of the Corporations Act.	16,071,058 fully paid ordinary shares	16,071,058

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Mason Hill Advisors, LLC	623 Fifth Avenue Fl 27 New York, NY 10022
Mason Hill Partners LP	623 Fifth Avenue Fl 27 New York, NY 10022
Equinox Partners LP	623 Fifth Avenue Fl 27 New York, NY 10022
Equinox Illiquid Fund LP	623 Fifth Avenue Fl 27 New York, NY 10022
Wilhelmus Henricus Maria Pot	Burgemeester Ketelaarsstraat 1 2361 AA Warmond The Netherlands
Stichting Lichfield	Eisenhowerlaan 124 2517 KM The Hague The Netherlands
Goldman Sachs Co	200 West Street 40 th Floor New York, New York 10282

Signature

print name

MASIMMO DEVELLIS

Capacity

CHIEF OPERATING OFFICER
CHIEF COMPLIANCE OFFICER

sign here

Masimmo DeVellis

date

OCTOBER 25th, 2016

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(4) The voting shares of a company constitute one class unless divided into separate classes.

(5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

(6) Include details of:

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".

(9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of 2 pages referred to in the accompanying Form 604 (Notice of change of interests of substantial holder) – lodged by Mason Hill Advisors, LLC on behalf of itself, Mason Hill Partners LP, Equinox Partners LP, Equinox Illiquid Fund LP, Wilhelmus Henricus Maria Pot and Stichting Lichfield in respect of their substantial holding in Gold Road Resources Limited (ACN 109 289 527)

Sign here:



Print name:

MASSIMO DEVELLIS

Capacity:

CHIEF OPERATING / COMPLIANCE OFFICER

Date:

OCTOBER 25th 2016

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)		Class and number of securities affected	Person's votes affected
			Cash	Non cash		
20/07/2016	Mason Hill Advisors, LLC and Wilhelmus Henricus Maria Pot (Mason Hill Advisors, LLC is the investment advisor of Wilhelmus Henricus Maria Pot) ("WP")	On market purchase	\$62,492.11		123,536 ordinary shares	123,536
21/07/2016	WP	On market purchase	\$276,364.25		561,054 ordinary shares	561,054
22/07/2016	WP	On market purchase	\$351,926.15		678,819 ordinary shares	678,819
25/07/2016	WP	On market purchase	\$263,889.69		499,396 ordinary shares	499,396
26/07/2016	WP	On market purchase	\$173,895.94		336,368 ordinary shares	336,368
27/07/2016	WP	On market purchase	\$141,720.11		277,244 ordinary shares	277,244
28/07/2016	WP	On market purchase	\$183,196.72		346,755 ordinary shares	346,755
29/07/2016	WP	On market purchase	\$254,663.78		481,571 ordinary shares	481,571
29/08/2016	Mason Hill Advisors, LLC and Equinox Partners LP (Mason Hill Advisors, LLC is the investment advisor of Equinox Partners LP) ("Equinox")	On market purchase	\$289,806.61		490,633 ordinary shares	490,633
30/08/2016	Equinox	On market purchase	\$546,495.99		893,082 ordinary shares	893,082
31/08/2016	Equinox	On market purchase	\$327,063.23		539,789 ordinary shares	539,789

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)		Class and number of securities affected	Person's votes affected
			Cash	Non cash		
1/09/2016	Equinox	On market purchase	\$126,684.84		208,496 ordinary shares	208,496
26/09/2016	Equinox	On market purchase	\$76,626.68		122,613 ordinary shares	122,613
27/09/2016	Equinox	On market purchase	\$1,234,581.36		1,926,387 ordinary shares	1,926,387
5/10/2016	WP	On market sale	-\$147,537.86		(330,446) ordinary shares	(330,446)
5/10/2016	Mason Hill Advisors, LLC and Stichting Lichfield (Mason Hill Advisors, LLC is the investment advisor of Stichting Lichfield) ("SL")	On market sale	-\$94,448.59		(211,540) ordinary shares	(211,540)
5/10/2016	SL	On market sale	-\$43,280.08		(96,936) ordinary shares	(96,936)
5/10/2016	SL	On market sale	-\$9,728.37		(21,789) ordinary shares	(21,789)
6/10/2016	WP	On market sale	-\$36,043.11		(81,861) ordinary shares	(81,861)
6/10/2016	SL	On market sale	-\$36,023.74		(81,817) ordinary shares	(81,817)
10/10/2016	WP	On market sale	-\$5,028.29		(11,467) ordinary shares	(11,467)
10/10/2016	SL	On market sale	-\$5,025.22		(11,460) ordinary shares	(11,460)
13/10/2016	WP	On market sale	-\$1,521.66		(3,486) ordinary shares	(3,486)
13/10/2016	SL	On market sale	-\$1,521.22		(3,485) ordinary shares	(3,485)
13/10/2016	Equinox	On market purchase	\$77,530.37		136,948 ordinary shares	136,948
14/10/2016	WP	On market sale	-\$10,057.74		(22,031) ordinary shares	(22,031)
14/10/2016	SL	On market sale	-\$10,052.26		(22,019) ordinary shares	(22,019)
14/10/2016	Equinox	On market purchase	\$26,182.94		46,249 ordinary shares	46,249
17/10/2016	Equinox	On market purchase	\$88,462.14		156,618 ordinary shares	156,618
18/10/2016	Equinox	On market purchase	\$363,652.77		642,576 ordinary shares	642,576
21/10/2016	Equinox	On market purchase	\$469,410.00		780,000 ordinary shares	780,000
24/10/2016	Equinox	On market purchase	\$352,512.70		589,782 ordinary shares	589,782