

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

Dear Sir/Madam

RESULTS OF ANNUAL GENERAL MEETING

Pursuant to ASX Listing Rule 3.13.2, the company advises that the resolutions contained in the Notice of Meeting dated 16 September 2016 and considered at the Annual General Meeting of Shareholders were all passed unanimously on a show of hands.

Disclosure of Proxy Results

In accordance with Section 251AA(1) of the Corporations Act, the following summary of proxies received is provided.

| | FOR | AGAINST | ABSTAIN | CHAIRMAN DISCRETIONARY |
|--|-------------|------------|------------|---------------------------|
| RESOLUTION ONE Adoption of Remuneration Report | 403,877,329 | 24,691,073 | 16,738,210 | 899,785 |
| RESOLUTION TWO Re-Election of Director – Sharon Warburton | 444,433,102 | 781,413 | 13,515 | 978,367 |
| RESOLUTION THREE Election of Director – Tim Netscher | 436,636,619 | 669,213 | 30,715 | 978,367 |
| RESOLUTION FOUR Renewal of Employee Incentive Plan | 421,106,504 | 10,162,102 | 13,959,424 | 978,367 |
| RESOLUTION FIVE Grant of Performance Rights to Mr Ian Murray – FY 2017 STI Program | 428,577,258 | 2,787,821 | 13,920,534 | 920,784 |
| RESOLUTION SIX Grant of Performance Rights to Mr Ian Murray – 2019 LTI Program | 411,031,706 | 20,267,973 | 13,985,934 | 920,784 |
| RESOLUTION SEVEN Grant of Performance Rights to Mr Justin Osborne – FY 2017 STI Program | 428,455,814 | 2,743,088 | 13,985,934 | 1,021,561 |

ASX Code GOR

ABN 13 109 289 527

COMPANY DIRECTORS

Tim Netscher
Non-Executive Chairman

Ian Murray
**Managing Director and
Chief Executive Officer**

Justin Osborne
Executive Director

Martin Pyle
Non-Executive Director

Sharon Warburton
Non-Executive Director

Kevin Hart
Company Secretary

CONTACT DETAILS

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| | FOR | AGAINST | ABSTAIN | CHAIRMAN DISCRETIONARY |
|---|-------------|-----------|------------|---------------------------|
| RESOLUTION EIGHT Grant of Performance Rights to Mr Justin Osborne – 2019 LTI Program | 428,478,480 | 2,800,436 | 13,985,934 | 941,547 |
| RESOLUTION NINE Ratification of Prior Issue of Equity Securities (Placement) | 416,880,139 | 882,355 | 27,455,499 | 988,404 |
| RESOLUTION TEN Ratification of Prior Issue of Equity Securities (Asarco) | 444,288,884 | 878,933 | 44,813 | 993,767 |
| RESOLUTION ELEVEN Appointment of auditors | 438,588,672 | 6,626,001 | 3,320 | 988,404 |
| RESOLUTION TWELVE Renewal of Proportional Takeover Provisions | 444,531,627 | 573,350 | 13,016 | 1,088,404 |

Yours faithfully

Gold Road Resources Limited

Kevin Hart

Company Secretary