

NOTICE UNDER SECTION 708AA(2)(f) OF THE CORPORATIONS ACT 2001

Gold Road Resources Limited (**Gold Road** or the **Company**) has today announced that it is undertaking a partially underwritten pro-rata accelerated non-renounceable entitlement offer (**Entitlement Offer**) and institutional placement (**Placement Offer**) to raise up to approximately A\$74 million (before offer costs).

Under the Entitlement Offer, eligible shareholders will be invited to subscribe for 1 fully paid ordinary share (**New Shares**) for every 10 existing shares in the Company held as at the Record Date, 7:00pm AWST on Friday, 29 April 2016 at an issue price of A\$0.44 per New Share.

The Entitlement Offer will comprise an accelerated institutional component and a retail component.

The retail component of the Entitlement Offer is being underwritten by Macquarie Capital (Australia) Limited.

The institutional component of the Entitlement Offer is not being underwritten.

The Placement Offer will be for approximately 98,058,094 New Shares (subject to shareholding reconciliation and rounding) New Shares at an issue price of A\$0.44 per New Share.

Further details regarding the Entitlement Offer and the Placement Offer are set out in the ASX announcement and investor presentation accompanying this notice.

The Company advises that it will offer the New Shares for issue to investors under Part 6D.2 of the *Corporations Act 2001* (**Act**) and states that this notice is given to ASX under paragraph 708AA(2)(f) of the Act, as modified by ASIC Corporations Instruments 2016/73 and 2016/84.

Accordingly, the Company confirms that:

1. The Company will offer the New Shares under the Entitlement Offer and the Placement Offer without disclosure to Investors under Part 6D.2 of the Act.
2. As at the date of this notice, the Company has complied with:
 - (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
 - (b) section 674 of the Act.
3. As at the date of this notice, there is no excluded information as defined in section 708AA(8) and section 708AA(9) of the Act which is required to be disclosed by the Company.

ASX Code GOR

ABN 13 109 289 527

COMPANY DIRECTORS

Ian Murray

Executive 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

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4. The potential effect of issue of the New Shares under the Capital Raising on the control of the Company, and the consequences of that effect, is dependent on a number of factors, including the extent to which Eligible Retail Shareholders participate in the Retail Entitlement Offer and existing shareholdings.

As the Entitlement Offer is a pro-rata issue, and given the current level of holdings of substantial holders (based on substantial holder notices that have been given to the Company and lodged with ASX before the date the Entitlement Offer was announced), the Capital Raising is not expected to have any material effect on the control of the Company and, as a result, there are not expected to be any consequences flowing from that effect.

For and on behalf of the Board

Ian Murray

Executive Chairman