

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	Justin Osborne
Date of last notice	14 November 2016

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 and Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	OT Superfund Beneficiary
Date of change	13 January 2017

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>Direct</p> <p>236,798 Ordinary fully paid shares</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, vested on 14 October 2015, exercisable at 13 cents each, expiring on 14 October 2017,</p> <p>1,000,000 unlisted options, vested 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"> • 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>397,727 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>Up to 139,344 STI Performance Rights subject to performance hurdles to 3 June 2017, expiring 30 June 2018.</p> <p>Up to 426,229 Performance Rights vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 30 June 2019 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 30 June 2019 and upon meeting internal Company vesting hurdles. <p>The rights expire on 30 June 2020.</p> <p>Indirect</p> <p>1,357,798 Ordinary fully paid shares</p>
<p>Class</p>	<p>Ordinary shares</p>
<p>Number acquired</p>	<p>47,377</p>
<p>Number disposed</p>	<p>(47,377 performance share rights exercised)</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil</p>

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<p>No. of securities held after change</p>	<p>Direct</p> <p>284,175 Ordinary fully paid shares</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, vested on 14 October 2015, exercisable at 13 cents each, expiring on 14 October 2017,</p> <p>1,000,000 unlisted options, vested 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"> • 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>397,727 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>Up to 91,967 STI Performance Rights subject to performance hurdles to 3 June 2017, expiring 30 June 2018.</p> <p>Up to 426,229 Performance Rights vesting:</p> <ul style="list-style-type: none"> • 50% upon remaining employed by the Company on 30 June 2019 and upon meeting a shareholder return hurdle; • 50% upon remaining employed by the Company on 30 June 2019 and upon meeting internal Company vesting hurdles. <p>The rights expire on 30 June 2020.</p> <p>Indirect</p> <p>1,357,798 Ordinary fully paid shares</p>
<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</p>	<p>Exercise of Performance Share Rights</p>

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.

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Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
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

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