

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Gold Road Resources Limited

ACN/ARSN 109 289 527

1. Details of substantial holder (1)

Name Van Eck Associates Corporation (and its associates referred to in paragraph 4).

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on 08/02/2017
 The previous notice was given to the company on 16/06/2015
 The previous notice was dated 15/06/2015

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
	Van Eck Associates Corporation (VEAC)	See Annexure A			

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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

4. Addresses

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

Name	Address
VEAC	666 Third Avenue, New York, NY 10017
Van Eck Securities Corporation	666 Third Avenue, New York, NY 10017
Van Eck Absolute Return Advisers, Inc.	666 Third Avenue, New York, NY 10017
VanEck Australia Pty Ltd	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000
VanEck Investments Limited	Level 4 Aurora Place, 88 Phillip Street, Sydney NSW 2000

Signature

print name Russell Brennan

capacity AVP

sign here



date 10/02/2017

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) Details of the consideration must include any and all benefits, moneys 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 605.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
 - 2 show the corporation name and ACN or ARBN
 - 3 number the pages consecutively
 - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
 - 5 identify the annexure with a mark such as A, B, C, etc
 - 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
 - 7 sign and date the annexure.
- The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.

This is Annexure A of 1 page referred to in Form 605 - Notice of ceasing to be a substantial holder.

Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
IIG	10/17/2016	S	83,031.88	-	147,215
IIG	10/18/2016	S	504,350.22	-	888,805
IIG	10/21/2016	S	339,565.58	-	570,980
IIG	11/30/2016	S	105,575.49	-	167,752
IIG	12/01/2016	S	318,543.09	-	521,192
IIG	12/02/2016	S	167,471.07	-	265,300
IIG	12/05/2016	S	164,990.16	-	268,200
IIG	12/06/2016	S	132,983.28	-	214,500
IIG	12/07/2016	S	90,768.07	-	147,716
IIG	12/08/2016	S	238,710.73	-	390,700
IIG	12/09/2016	S	396,188.43	-	651,640
IIG	02/02/2017	S	219,902.52	-	370,700
IIG	02/03/2017	S	109,703.23	-	185,400
IIG	02/06/2017	S	123,643.91	-	206,900
IIG	02/08/2017	S	958,490.10	-	1,627,000
LM	11/30/2016	S	5,626.43	-	8,940
LM	12/01/2016	S	16,976.19	-	27,776
LM	12/02/2016	S	8,963.77	-	14,199
LM	12/05/2016	S	8,858.53	-	14,400
LM	12/06/2016	S	7,129.64	-	11,500
LM	12/07/2016	S	4,819.34	-	7,842
LM	12/08/2016	S	12,708.43	-	20,799
LM	12/09/2016	S	21,000.46	-	34,541
LM	02/02/2017	S	12,101.46	-	20,400
LM	02/03/2017	S	6,035.45	-	10,200
LM	02/06/2017	S	6,812.67	-	11,400
LM	02/08/2017	S	53,020.35	-	90,000
LODH	11/03/2016	B	161,595.96	-	264,000
LODH	11/04/2016	B	160,836.58	-	253,000
LODH	11/28/2016	S	188,496.18	-	301,600
LODH	11/29/2016	S	105,601.34	-	168,400
LODH	11/30/2016	S	15,874.21	-	25,222
LODH	12/01/2016	S	47,896.49	-	78,367
LODH	12/02/2016	S	25,250.07	-	39,999
LODH	12/05/2016	S	24,853.10	-	40,400
LODH	12/06/2016	S	20,024.99	-	32,300
LODH	12/07/2016	S	13,630.32	-	22,182
LODH	12/08/2016	S	35,910.47	-	58,774
LODH	12/09/2016	S	59,432.52	-	97,753
LODH	12/14/2016	S	97,777.69	-	160,109
LODH	12/15/2016	S	24,673.56	-	40,891
LODH	01/05/2017	B	90,612.10	-	152,162
LODH	01/06/2017	B	48,025.60	-	80,838

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Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
LODH	02/02/2017	S	35,770.49	-	60,300
LODH	02/03/2017	S	17,810.50	-	30,099
LODH	02/06/2017	S	20,079.44	-	33,600
LODH	02/08/2017	S	153,169.90	-	259,999
JLGOLD	10/17/2016	S	8,234.66	-	14,600
JLGOLD	10/18/2016	S	49,889.42	-	87,919
JLGOLD	10/21/2016	S	33,589.62	-	56,481
JLGOLD	11/09/2016	B	139,825.18	-	201,000
JLGOLD	11/18/2016	S	122,807.47	-	197,000
JLGOLD	11/30/2016	S	10,248.41	-	16,284
JLGOLD	12/01/2016	S	30,920.30	-	50,591
JLGOLD	12/02/2016	S	16,331.75	-	25,872
JLGOLD	12/05/2016	S	16,056.09	-	26,100
JLGOLD	12/06/2016	S	12,957.34	-	20,900
JLGOLD	12/07/2016	S	8,790.70	-	14,306
JLGOLD	12/08/2016	S	23,156.22	-	37,900
JLGOLD	12/09/2016	S	38,331.74	-	63,047
JLGOLD	12/22/2016	S	55,442.26	-	100,000
JLGOLD	01/18/2017	B	85,050.50	-	140,000
JLGOLD	02/02/2017	S	21,355.52	-	36,000
JLGOLD	02/03/2017	S	10,650.80	-	18,000
JLGOLD	02/06/2017	S	11,952.05	-	20,000
JLGOLD	02/08/2017	S	93,080.17	-	158,000
VGOLD	11/30/2016	S	3,375.86	-	5,364
VGOLD	12/01/2016	S	10,185.96	-	16,666
VGOLD	12/02/2016	S	5,428.76	-	8,600
VGOLD	12/05/2016	S	5,290.51	-	8,600
VGOLD	12/06/2016	S	4,277.78	-	6,900
VGOLD	12/07/2016	S	2,888.66	-	4,701
VGOLD	12/08/2016	S	7,637.28	-	12,500
VGOLD	12/09/2016	S	12,566.47	-	20,669
VGOLD	01/18/2017	B	44,955.27	-	74,000
VGOLD	02/02/2017	S	7,474.43	-	12,600
VGOLD	02/03/2017	S	3,727.78	-	6,300
VGOLD	02/06/2017	S	4,242.98	-	7,100
VGOLD	02/08/2017	S	31,812.21	-	54,000
LMJ	11/28/2016	S	28,073.81	-	44,919
LMJ	11/29/2016	S	15,727.95	-	25,081
LMJ	11/30/2016	S	16,638.25	-	26,436
LMJ	12/01/2016	S	50,200.65	-	82,136
LMJ	12/02/2016	S	26,449.45	-	41,900
LMJ	12/05/2016	S	26,021.94	-	42,300
LMJ	12/06/2016	S	21,016.94	-	33,900

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Holder of relevant interest	Date of Acquisition	B/S	Consideration Cash	Consideration Non-Cash	Number of Securities
LMJ	12/07/2016	S	14,287.82	-	23,252
LMJ	12/08/2016	S	37,636.50	-	61,600
LMJ	12/09/2016	S	62,302.83	-	102,474

In-Kind transactions result from LMJ receiving a basket of securities (including GOLD ROAD RESOURCES LTD) in exchange for securities in LMJ.

