

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	Ian Louis MURRAY
Date of last notice	11 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) <small>Note: Provide details of the circumstances giving rise to the relevant interest.</small>	Troyleigh Investments Pty Ltd - As Trustee for Ian and Karen Trust Ian & Karen Murray Superannuation
Date of change	<ul style="list-style-type: none"> a) 8 August 2017 b) 8 August 2017 c) 8 August 2017 d) 8 August 2017 e) See attached schedule

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<p>No. of securities held prior to change</p>	<p>Indirect 13,233,324 fully paid ordinary shares</p> <p>Direct Gold Road Resources Employee Incentive Scheme participation.</p> <p>1,300,000 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>1,125,000 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 269,057 STI Performance Rights subject to performance hurdles to 30 June 2017, expiring 30 June 2018</p> <p>Up to 827,868 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>Class</p>	<p>a) Ordinary fully paid shares b) Ordinary fully paid shares c) STI Performance Share Rights d) LTI Performance Share Rights e) Ordinary fully paid shares</p>
<p>Number acquired</p>	<p>a) 88,789 ordinary shares acquired on exercise of STI Performance Share Rights b) 1,137,500 ordinary shares acquired on exercise of LTI Performance Share Rights.</p>
<p>Number disposed</p>	<p>c) 180,268 STI Performance Share Rights d) 162,500 LTI Performance Share Rights e) Ordinary Fully Paid Shares - See attached schedule</p>

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Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	e) See attached schedule
No. of securities held after change	<p>Indirect: 13,754,613 Ordinary Fully Paid Shares</p> <p>Direct: Gold Road Resources Employee Incentive Scheme participation:</p> <p>1,125,000 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 827,868 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>
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<ul style="list-style-type: none"> a) Exercise of STI Performance rights b) Exercise of LTI performance share rights c) Cancellation of STI Performance rights d) Cancellation of LTI Performance rights e) On-market trade

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.

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

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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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Appendix 3Y Schedule

Date Sold	Quantity	Share Price	Gross
8/08/17	117,070	0.6344	74,269
8/08/17	64,078	0.6350	40,690
8/08/17	65,056	0.6350	41,311
10/08/17	30,000	0.6401	19,203
10/08/17	133,796	0.6405	85,696
11/08/17	25,000	0.6708	16,770
11/08/17	145,000	0.6701	97,165
11/08/17	20,000	0.6700	13,400
11/08/17	50,000	0.6800	34,000
11/08/17	25,000	0.6900	17,250
12/08/17	30,000	0.6805	20,415
Total	705,000		\$460,169

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