

GOLD ROAD RESOURCES LIMITED

ABN 13 109 289 327

SHARE TRADING POLICY – Incorporating Non-Trading Periods

This share trading policy sets out the Company's policy regarding the trading in the Company's securities. This policy is separate from and additional to the legal constraints imposed by the common law, the *Corporations Act* and the *ASX Listing Rules*.

This policy applies to Relevant Persons including all Directors, Key Management Personnel, Employees and nominated consultants of the Company and their related parties ("Relevant Persons").

It is illegal to trade in the Company's securities while in possession of unpublished price sensitive information concerning the Company. Under the *Corporations Act* a person with inside information must not, and must not procure another person, to deal in the securities of a body corporate or enter into an agreement to deal in the securities of a body corporate. Inside information is defined in the *Corporations Act* as information that:

- is not generally available; and
- if it were generally available, a reasonable person would expect it to have a material effect on the price or value of the securities of the body corporate.

General Prohibition on Insider Trading

All Relevant Persons are prohibited from trading in the Company's securities while in possession of unpublished price sensitive information concerning the Company. In addition, while in possession of unpublished price sensitive information Relevant Persons must not advise others to trade in the Company's securities or communicate the information to another person knowing that the person may use the information to trade in, or procure someone else to trade in, the Company's securities.

Unpublished price sensitive information is information which the market is not aware and that a reasonable person would expect to have a material effect on the price or value of the Company's securities, and includes:

- a proposed major acquisition or disposition;
- a significant business development or a proposed change in the nature of the Company's business;
- reserve and resource compilation;
- exploration drilling results;
- details of material contracts that are being negotiated by the Company;
- potential litigation that would have a substantial effect on the Company;
- a proposed change to the share capital structure of the Company; and
- a major change to the Board or senior management.

Restrictions on Short-Term Trading

The Company encourages Relevant Persons to adopt a long-term attitude to their investment in the Company's securities. Consequently, Relevant Persons should not engage in short-term or speculative trading of the Company's securities.

Trading in Derivative Products

Relevant Persons are prohibited from trading during in Non-Trading periods, as defined by this policy, in financial products issued or created over or in respect of the entity's securities.

Guidelines for Dealing in Securities

Directors

At all times prior to trading in the Company's securities, Directors must notify the whole Board of Directors of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information.

Relevant Persons (including Directors)

At all times prior to trading in the Company's securities, Relevant Persons must notify the Executive Chairman or his nominee of their intention to trade and confirm that they are not in possession of any unpublished price sensitive information

Non-Trading Periods

Relevant Persons (including Directors for which additional notification requirements are applicable – see above) may not trade in the Company's securities on ASX in the period of 7 business days preceding and 1 business day following:

- the announcement of Annual or Half-Year results;
- the announcement of Quarterly Activities Reports and Quarterly Cash Flow Reports; and
- the publishing of any JORC Resource and/or Reserve Statement.

During all times outside of the Non-Trading Periods Relevant Persons are permitted to trade in the Company's securities except where the Relevant Person is in possession of unpublished price sensitive information or the Company is in possession of unpublished price sensitive information and notifies the Relevant Person they may not trade in the Company's securities.

Inside Non-Trading Periods

Inside of the Non-Trading Periods, all Relevant Persons (excluding Directors who require clearance from the full Board) must receive clearance for the proposed trading of the Company's securities on by informing and receiving written approval from the Chairman (or if unavailable, the Company Secretary) prior to undertaking a transaction.

Clearance to trade in the Company's securities inside of the defined Non-Trading Periods may be granted in exceptional circumstances at the discretion of the Chairman (or if unavailable, the Company Secretary). Exceptional circumstances would include, but not be limited to cases of severe financial hardship, where court orders exist or other overriding legal or statutory circumstance requiring the sale or transfer of the securities.

Clearance to trade inside a Non-Trading Period will apply for a period of 10 business days from the communication to the Relevant Person of the clearance to trade, unless subsequent to receiving the approval the Relevant Persons becomes aware of price sensitive information or as otherwise advised by the Company.

Trades excluded from the Share Trading Policy

The requirement to provide notice of an intention to trade in the Company's securities does not apply to the acquisition of securities through the Company Employee Incentive Plan and Entitlement Offers. However the requirement does apply to the trading of the securities once they have been acquired.

The Share Trading policy does not apply where there is no change in beneficial interest in the securities.

The Share Trading Policy does not apply to the disposal of securities by acceptance of takeover offers.

Breach of Policy

Breaches of this policy will be subject to disciplinary action, which may include termination of employment. If relevant persons are unsure of whether they are able to trade in the Company's securities at a particular time, they are advised to consult with the Executive Chairman or Company Secretary.

Notification of trade in Company Securities

Directors must also notify the Company Secretary of any trade in the Company's securities within 3 days of such trade occurring so that the Company Secretary can comply with the ASX Listing Rule 3.19A requirement to notify the ASX of any change in a notifiable interest held by a Director.

The Appendix 3Y – Change of Directors Interest Notice lodged with the ASX must provide the following information:

- whether the trading occurred inside a Non-Trading Period, when prior written clearance was required;
- whether clearance was provided to allow the Trade to proceed; and
- on what date clearance was provided if granted.

This Policy was adopted by Gold Road Resources Limited Board on 30 December 2010.