

ASX ANNOUNCEMENT

14 February 2013



Company Announcements Platform
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

Dear Sir/Madam

Appendix 3B and Section 708 Notice

Please find attached an Appendix 3B and Section 708A notice with respect to the recent share issue.

Yours faithfully,
Gold Road Resources Limited

KEVIN HART
COMPANY SECRETARY

COMPANY DIRECTORS

Ian Murray
Chairman

Ziggy Lubieniecki
Executive Director

Russell Davis
Non-Executive Director

Kevin R Hart
Company Secretary, Non-Executive
Director

Martin Pyle
Non-Executive Director

David Woodall
Non-Executive Director

CONTACT DETAILS

Principal & Registered Office
22 Altona St, West Perth, WA, 6005

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Email
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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12

Name of entity

Gold Road Resources Limited

ABN

13 109 289 527

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|---|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 1) 64,313,241 Ordinary fully paid shares
2) 133,334 Ordinary fully paid shares |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state: <ul style="list-style-type: none">• the date from which they do• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | The shares issued rank equally with those already on issue. |

Appendix 3B
New issue announcement

5	Issue price or consideration	1) 11 cents 2) 9.5 and 10.7 cents	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1) Proceeds from the Share Purchase Plan will be used to fund feasibility studies, ongoing regional exploration and for general working purposes 2) 133,334 shares issued on the exercise of unlisted options, exercisable at 9.5 cents, and 10.7 cents, expiring 30 September 2015.	
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	No	
6b	The date the security holder resolution under rule 7.1A was passed	N/A	
6c	Number of +securities issued without security holder approval under rule 7.1	N/A	
6d	Number of +securities issued with security holder approval under rule 7.1A	N/A	
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A	
6f	Number of securities issued under an exception in rule 7.2	N/A	
6g	If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3?	N/A	
6h	If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	1) 13 February 2013 2) 06 February 2013	
8	Number and +class of all +securities quoted on ASX	Number	+Class
		455,039,651	Ordinary Fully paid Shares

	Number	+Class
9	Number and +class of all +securities not quoted on ASX (including the securities in section 2 if applicable)	
	3,000,000 unlisted options	Exercisable by payment of 18.5/ 22 and 26 cents each expiring 30 May 2013
	1,300,000 unlisted options	Exercisable by payment of 10 and 15 cents each expiring 30 June 2014
	300,000 unlisted options	Exercisable by payment of 17 cents each expiring 31 May 2013
	1,966,666 unlisted Options	Exercisable by payment of 9.5/ 10.7 and 12.8 cents each expiring 30 September 2015
	3,500,000 unlisted Options	Exercisable by payment of 61.5 cents each expiring 31 October 2014
	1,000,000 unlisted Options	Exercisable by payment of 97.5 cents each expiring 30 April 2015
	72,000 unlisted Options	Exercisable by payment of 70.5 cents each expiring 31 May 2015
	46,000 unlisted Options	Exercisable by payment of 95.3 cents each expiring 30 June 2015
	210,000 unlisted Options	Exercisable by payment of 54.8 cents each expiring 31 October 2015
	310,000 unlisted Options	Exercisable by payment of 48 cents each expiring 31 December 2015
	702,000 unlisted Options	Exercisable by payment of 47.25 cents each expiring 31 March 2016
	27,000 unlisted Options	Exercisable by payment of 27 cents each expiring 30 June 2016
	550,000	Performance Share Rights granted 15 December 2011, expiring 30 November 2013
	130,000	Performance Share Rights granted 28 March 2012, expiring 31 March 2013
	290,000	Performance Share Rights granted 28 June 2012, expiring 30 June 2015
2,850,000	Performance Share Rights granted 21 November 2012, expiring 30 November 2014	
160,000	Performance share rights granted 10 August 2012, expiring 10 August 2015	
666,666	Performance share rights granted 30 September 2012, expiring 30 September 2015	
370,000	Performance share rights granted 31 December 2012, expiring 31 December 2015	
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A

30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do +security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
- (a) Securities described in Part 1
- (b) All other securities
- Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

39 Class of +securities for which
 quotation is sought

40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust, distribution)
 or interest payment
- the extent to which they do not
 rank equally, other than in relation
 to the next dividend, distribution
 or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of another
 security, clearly identify that other
 security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (including the securities in clause 38)	

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.


- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 14.02.13
(Director/Company secretary)

Print name: KEVIN HART
=====

14 February 2013

The Manager
Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000



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Dear Sir or Madam

**GOLD ROAD RESOURCES LIMITED
SECONDARY TRADING NOTICE – NOTIFICATION PURSUANT
TO PARAGRAPH 708A(5)(e) OF THE CORPORATIONS ACT 2001**

This notice is given by Gold Road Resources Limited (ACN 109 289 527) ("Gold Road") under section 708A(5)(e) of the Corporations Act 2001 (Cth) ("the Act").

Gold Road gives notice under section 708A(5)(e) of the Act that:

- (a) as a disclosing entity, Gold Road is subject to regular reporting and disclosure obligations;
- (b) as at the date of this notice, Gold Road has complied with the provisions of Chapter 2M as they apply to Gold Road and section 674 of the Act; and
- (c) as at the date of this notice, there is no information that is 'excluded information' within the meaning of section 708A(7) and 708A(8) of the Act which is required to be disclosed by Gold Road under section 708A(6)(e) of the Act.

A handwritten signature in black ink, appearing to read "Kevin Hart", with a long horizontal line extending to the right.

Kevin Hart
Company Secretary