

ASX ANNOUNCEMENT

18 January 2013

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

Dear Sir/Madam

Share Purchase Plan and Section 708A Notice

The Directors of Gold Road Resources Limited are pleased to advise that the attached Share Purchase Plan Offer document has been dispatched to shareholders today.

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

CONTACT DETAILS

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Gold Road Resources Limited

ACN 109 289 527

Share Purchase Plan Offer

The Offer closes at 5.00pm (Perth time) on Friday, 8 February 2013

This is an important document.

This document has been prepared by Gold Road. The Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Gold Road Shares at a discount without brokerage and transaction costs.

The Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

Important information for foreign shareholders

Release and distribution of the Offer

This document is not for distribution or release in jurisdictions outside of Australia, New Zealand, Hong Kong, Singapore and the United Kingdom. Nominees and custodians may not, without the consent of the Company, forward this document to beneficial shareholders in jurisdictions outside of Australia, New Zealand, Hong Kong, Singapore and the United Kingdom.

Hong Kong

The contents of this document have not been reviewed by any Hong Kong regulatory authority. Shareholders in the jurisdiction of Hong Kong are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent advice from your financial or other professional adviser.

Singapore

This document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, Shareholders in the jurisdiction of Singapore are advised that:

- this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of New Shares, may not be issued, circulated or distributed; and
- New Shares may not be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore, except in accordance with:
 - the exemptions set out in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (**SFA**); or
 - the conditions of any other applicable provisions of the SFA.
- this document has been given to you on the basis that you are an existing holder of the Company's shares, an "institutional investor" (as defined under the SFA), or a "relevant person" (as defined in section 275(2) of the SFA);
- in the event that you are not an investor falling within any of the categories set out above, please return this document immediately. You may not forward or circulate this document to any other person in Singapore; and
- the Offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

This document does not constitute a prospectus for the purposes of the prospectus rules contained in the Financial Services Authority of the United Kingdom (**FSA**) handbook published and updated from time to time by the FSA acting in its capacity as the United Kingdom Listing Authority (**Prospectus Rules**). Accordingly, Shareholders in the jurisdiction of the United Kingdom are advised that this document:

- is not an approved document for the purposes of, and as defined in, section 85 of the Financial Services and Markets Act 2000;
- has not been prepared in accordance with the Prospectus Rules;
- and has not been approved by the FSA or by any other authority which could be a competent authority for the purposes of the Prospectus Rules.

Contents

1	Key offer information	1
2	Letter from the Chairman	2
3	Frequently asked questions	3
4	Terms and conditions	4

1 Key offer information

Key dates

Event	Date
Record Date	5.00pm (Perth time) on Friday, 11 January 2013
Announcement Date	Monday, 14 January 2013
Documents mailed to Eligible Shareholders	Friday, 18 January 2013
Offer opens	Monday, 21 January 2013
Offer closes	5.00pm (Perth time) on Friday, 8 February 2013
Allotment Date	Tuesday, 12 February 2013
Dispatch of holding statements / confirmation advices	Wednesday, 13 February 2013

The timetable is indicative only and Gold Road may, at its discretion, vary any of the above dates by sending a revised timetable to ASX.

Defined terms and abbreviations used in this document are set out in **clause 19** of the Terms and Conditions in **section 4**.

Important notices

The offer contained in this document is not a recommendation to purchase Gold Road shares. If you are in any doubt about the Offer, you should consult your financial or other professional adviser.

If you apply to participate in the Offer by making a BPAY^{®1} payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the Offer and the Allotment Date. This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares at a lower price than the Offer Price.

Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person.

Gold Road recommends that you monitor its announcements and the Share price, which can be found on its website at www.goldroad.com.au and on the ASX website at www.asx.com.au (ASX code: GOR). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Questions

If you have any questions in relation to the Offer or how to complete the Application Form, please call the Share Registry, Security Transfer Registrars Pty Ltd by telephone, on +61 8 9315 2333 or facsimile +61 8 9315 2233, or consult your financial or other professional adviser.

¹ [®] Registered to BPAY Pty Limited ABN 69 079 137 518
New Zealand based shareholders cannot apply using BPAY[®] unless they have an Australian bank account.

2 Letter from the Chairman

18 January 2013

Dear Shareholder,

Gold Road Resources Limited Share Purchase Plan Offer

On behalf of the Board, I am pleased to offer you the opportunity to apply for New Shares in Gold Road under the Offer.

Gold Road is seeking to raise approximately A\$5 million under the Offer in order to maintain momentum on both feasibility and regional exploration work. If Gold Road receives applications in excess of A\$5 million, the directors of Gold Road reserve the right to accept over subscriptions up to a total of A\$6 million. If Gold Road receives applications in excess of the maximum amount to be raised it may scale back applications on an equitable basis in respect of any application. If this occurs, excess funds will be returned to applicants without interest.

During 2012 a closely-spaced aeromagnetic survey was completed. This work coupled with independent consultant targeting input has generated five priority Gold Camp Targets which are now the subject of systematic exploration.

Over the past 12 months Gold Road has also made significant strides into becoming a producing gold miner with the completion of several resource upgrades and a Scoping Study which supports the case for the rapid development of part of its +1Moz gold inventory and is on track to complete a pre-feasibility study in the 2nd quarter of 2013.

Proceeds from the Offer will be used to fund feasibility studies, the ongoing regional exploration of Gold Road's Yamarna Gold Project and for general working capital purposes.

The Offer will open on Monday, 21 January 2013 and will remain open until 5.00pm (Perth time) on Friday, 8 February 2013.

Under the Offer you can acquire up to A\$15,000 worth of New Shares without paying any brokerage or other charges.

The Offer Price is A\$0.11 representing a discount of 12% to Gold Road's closing share price on ASX on Friday, 11 January 2013 (being the last trading day before the details of the Offer were announced).

Participation in the Offer is optional and is open to Eligible Shareholders who are holders of Shares in Gold Road at 5.00pm (Perth time) on Friday, 11 January 2013 and whose registered address is in Australia, New Zealand, Hong Kong, Singapore or the United Kingdom.

Full details of the Offer and how to participate are contained in the Terms and Conditions in **section 4** of this document which I encourage you to read and consider carefully.

If you have any questions, please contact the Company's Share Registry, Security Transfer Registrars Pty Ltd by telephone, on +61 8 9315 2333 or facsimile +61 8 9315 2233 or consult your financial or other professional adviser.

Thank you for your continued support of Gold Road.

Yours sincerely

Ian Murray
Executive Chairman

3 Frequently asked questions

Set out below are answers to some key questions that you may have about the Offer. This table is qualified by and should be read in conjunction with the Terms and Conditions in **section 4**.

Question	Answer
What is the Offer?	The Offer enables Eligible Shareholders to apply to purchase up to A\$15,000 worth of ordinary shares in Gold Road without paying any brokerage or other charges.
Am I eligible to participate?	<p>You are eligible to participate if you fulfil the criteria set out in clause 2 of the Terms and Conditions.</p> <p>You must have been a holder of Gold Road shares at 5.00pm (Perth time) on Friday, 11 January 2013 (Record Date) and your registered address must be in Australia, New Zealand, Hong Kong, Singapore or the United Kingdom (Approved Jurisdiction) for you to be eligible to participate.</p> <p>If you are a nominee or custodian holding shares on behalf of one or more beneficial holders, you may also apply to purchase up to A\$15,000 worth of shares on behalf of each beneficial holder, subject to complying with the criteria set out in clause 7.2 of the Terms and Conditions.</p>
Do I have to participate?	Participation is optional.
Can I transfer my entitlement to participate?	You cannot transfer your right to purchase shares under the Offer to anyone else.
How do I apply?	<p>To apply for shares under the Offer you can either:</p> <p>Option 1: Pay by BPAY[®] Make payment by BPAY as shown on the Application Form. Eligible Shareholders based outside Australia cannot apply using BPAY unless they have an Australian bank account.</p> <p>Option 2: Pay by cheque or money order Complete and return the enclosed Application Form together with a cheque or money order made payable to "Gold Road Resources Limited" as shown on the Application Form.</p>
What is the maximum investment for each shareholder?	The maximum investment for each shareholder is A\$15,000.
How many shares will I receive?	<p>You may apply for a parcel of shares under the Offer with one of the application amounts set out in clause 6.2 of the Terms and Conditions. The Offer Price is A\$0.11 per share. This is a discount of 12% to Gold Road's closing share price on ASX on Friday, 11 January 2013 (being the last trading day before the details of the Offer were announced). This is also less than the VWAP of Shares of A\$0.13 over the five day trading period of Monday, 7 January 2013 to Friday, 11 January 2013.</p> <p>If Gold Road receives applications in excess of A\$5 million (or up to A\$6 million if the directors of Gold Road agree to accept over subscriptions), Gold Road reserves the right to scale back applications. Excess funds will be returned to applicants without interest.</p>
When will I receive my shares?	New Shares will be allotted on Tuesday, 12 February 2013 (Allotment Date). Holding statements will be dispatched by Wednesday, 13 February 2013.
When can I trade allocated shares?	You can trade your New Shares after the Allotment Date. However, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the Offer.

4 Terms and conditions

1 Offer

The Offer entitles eligible Gold Road Shareholders to apply to purchase up to A\$15,000 worth of Shares in Gold Road.

2 Eligibility to participate

2.1 You are eligible to participate in the Offer if you were a registered holder of Shares at 5.00pm (Perth time) on Friday, 11 January 2013 (**Record Date**) with a registered address in Australia, New Zealand, Singapore, Hong Kong or the United Kingdom (**Approved Jurisdiction**), unless:

- (a) you hold Shares on behalf of another person who resides outside an Approved Jurisdiction; or
- (b) you are, or are acting for the account or benefit of, a US Person.

2.2 Gold Road has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside an Approved Jurisdiction to participate in the Offer.

2.3 Gold Road retains the discretion to extend the Offer outside an Approved Jurisdiction where the Company determines it is lawful and practicable for the Company to issue New Shares under the Offer without providing additional disclosure.

2.4 If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for one maximum parcel of New Shares.

2.5 Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 7.1(k)** by one joint holder will be effective in respect of the other joint holder(s).

2.6 If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 7.2**.

2.7 Directors and employees of Gold Road who hold Shares may be Eligible Shareholders.

3 Rights are non-renounceable

If you are an Eligible Shareholder, your rights under the Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

4 Offer price

4.1 The Offer Price for each New Share is A\$0.11, representing a discount of 12% to Gold Road's closing share price on ASX on Friday, 11 January 2013 of A\$0.125 (being the last trading day before the details of the Offer were announced).

4.2 This is also less than the VWAP of Shares of A\$0.13 over the five day trading period of Monday, 7 January 2013 to Friday, 11 January 2013.

4.3 The Offer Price is fixed, regardless of any changes in the market price of Shares during the offer period.

5 Timing

- 5.1 The Offer opens on Monday, 21 January 2013 and closes at 5.00pm (Perth time) on Friday, 8 February 2013 unless extended. Gold Road proposes to allot New Shares on Tuesday, 12 February 2013 and send confirmations to shareholders on Wednesday, 13 February 2013.
- 5.2 Gold Road reserves the right to extend the Offer, or the proposed Allotment Date at any time by making an announcement to ASX.

6 Applying for New Shares

- 6.1 You may apply for a parcel of New Shares under the Offer with one of the application amounts set out in the table below. The maximum investment under the Offer is A\$15,000.
- 6.2 The number of New Shares you will receive, at each of the available levels, is set out below:

Application amount	Number of New Shares
A\$1,000	9,090
A\$2,000	18,181
A\$5,000	45,454
A\$10,000	90,909
A\$15,000	136,363

- 6.3 You may not apply for more than A\$15,000 of Shares in aggregate under the Offer, even though you may receive more than one offer, or offers in more than one capacity, under the Offer.
- 6.4 If you wish to apply for New Shares under the Offer you should either:
- (a) pay directly via BPAY[®] on the internet or by telephone, using the details on the Application Form (Eligible Shareholders based outside Australia cannot apply using BPAY unless they have an Australian bank account).² The Application Form does not need to be returned in this case; or
 - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to "Gold Road Resources Limited" to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders.
- 6.5 Do not forward cash. Receipts for payment will not be issued.
- 6.6 Funds paid via BPAY[®] or Application Forms (with application payments) must be received by the Share Registry by 5.00pm (Perth time) on Friday, 8 February 2013. Gold Road may reject applications received after this time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.

² Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received in time.

- 6.7 If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Gold Road may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the Offer. No interest will be paid on any refunded money.
- 6.8 You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY®.

7 Effect of making an application

- 7.1 If you submit a BPAY® payment or complete and return the Application Form:
- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder, you have read and understood these Terms and Conditions and you subscribe for New Shares in accordance with these Terms and Conditions;
 - (b) you authorise Gold Road to correct minor errors in your Application Form and to complete the Application Form by inserting any missing minor details;
 - (c) you acknowledge that the market price of Shares may rise or fall between the date of this offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
 - (d) you accept the risk associated with any refund that may be dispatched to you at your address as shown on the share register;
 - (e) you are responsible for any dishonour fees or other costs Gold Road may incur in presenting a cheque for payment which is dishonoured;
 - (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, or in any other jurisdiction outside Australia, and accordingly, the New Shares purchased under the Offer may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws;
 - (g) you represent and warrant that you will comply with all applicable foreign securities laws and acknowledge that failure to comply may result in violations of applicable securities laws;
 - (h) you represent and warrant that you are not a US Person, and are not applying under the Offer for or on behalf of a US Person;
 - (i) you represent and warrant that you have not and will not send any materials relating to the Offer to any person in the United States that is, or is acting for the account or benefit of, a US Person;
 - (j) you acknowledge that you have not been provided with investment advice or financial product advice by Gold Road or the Share Registry; and
 - (k) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the Offer or any similar Gold Road arrangement in the 12 months prior to your application, exceeds A\$15,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).

- 7.2 If you are a Custodian, you certify:
- (a) that as at the Record Date, you hold Shares on behalf of one or more beneficiaries, and that those beneficiaries have instructed you to apply for New Shares;
 - (b) details of the number of beneficiaries who have instructed you to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf and the number of New Shares they have instructed you to apply for are correct;
 - (c) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the Offer or any similar Gold Road arrangement in the 12 months prior to your application, exceeds A\$15,000; and
 - (d) you hold an Australian financial services licence that covers the provision of a custodial or depositary service (within the meaning given by section 766E of the Corporations Act or includes a condition requiring the holder to comply with the requirements of ASIC class order 02/294 (or is exempt from the requirement to hold an Australian financial services licence as described in the Class Order).
- 7.3 Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.
- 7.4 Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not hold an Australian financial services licence of the kind described in **clause 7.2** above and you are not exempt from the requirement to hold such a licence as described in the Class Order, you cannot participate for beneficiaries in the manner outlined in **clause 7.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

8 Rights attached to the New Shares

New Shares issued under the Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. Gold Road will apply for the New Shares to be quoted on ASX.

9 Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the Offer.

10 Applications may be scaled back

- 10.1 If Gold Road receives applications in excess of the maximum amount to be raised as determined by the Board (which will not exceed A\$6 million), Gold Road reserves the right to scale back applications on an equitable basis.
- 10.2 If applications are scaled back, Gold Road may in its absolute discretion apply the scale back to the extent and in any manner that it sees fit. If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares.
- 10.3 In the event of a scale back, the difference between the application monies received, and the number of New Shares allocated to you multiplied by the Offer Price, will be refunded by Gold Road, without interest, following allotment.

11 Refunds

- 11.1 Refunds pursuant to the Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.
- 11.2 If a refund is made, payment will be by cheque mailed to your address as shown on the Company's share register.
- 11.3 You will not receive any interest on funds refunded to you.
- 11.4 Any refund made to you is dispatched at your risk.

12 United States

- 12.1 Participation in the Offer is not being offered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in or into the United States or to any person that is, or is acting for the account or benefit of, a US Person. Participation in the Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.
- 12.2 This document is not an offer of securities for sale in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Gold Road's Shares have not been, and will not be, registered under the US Securities Act and may not be offered, sold or delivered, directly or indirectly, in the United States or to any person that is, or is acting for the account or benefit of, a US Person, except in accordance with an available exemption from registration.
- 12.3 Because of the legal restrictions summarised above, you must not send copies of any Offer materials to any of your clients (or any other person) in the United States or to any person that is, or is acting for the account or benefit of, a US Person. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY[®] or otherwise in respect of the purchase of New Shares under the Offer on behalf of any of your clients (or any other person) in the United States or that is, or is acting for the account or benefit of, a US Person. Failure to comply with these restrictions may result in violations of applicable securities laws.

13 Dispute resolution

Gold Road reserves the right to settle in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the Offer and the decision of Gold Road will be conclusive and binding on all shareholders and other persons to whom the determination relates.

14 Waiver, amendment, suspension and termination

- 14.1 Gold Road may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Gold Road does not notify you of the event.
- 14.2 Gold Road is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

15 ASIC relief

- 15.1 The Offer is made in accordance with the Class Order. The Class Order grants relief from the requirement to prepare a prospectus for the offer of New Shares up to A\$15,000 under the Offer, subject to certain terms and conditions.

15.2 In accordance with the terms of the Class Order, Gold Road will give a notice to ASX that complies with section 708A(6) of the Corporations Act.

16 Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.

17 Binding terms

By accepting the offer to purchase New Shares under the Offer, you agree to be bound by these Terms and Conditions and the constitution of Gold Road.

18 No underwriting

The Offer is not underwritten.

19 Definitions

In this document the following terms have these meanings:

Definition	Meaning
Allotment Date	The date the New Shares are allotted, expected to be Tuesday, 12 February 2013.
Application Form	The application form which accompanies this Share Purchase Plan Offer.
Approved Jurisdiction	Australia, New Zealand, Hong Kong, Singapore and the United Kingdom.
ASIC	The Australian Securities & Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Class Order	ASIC class order CO 09/425.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Custodian	The meaning given in the Class Order.
Eligible Shareholder	A person who is eligible to participate in the Offer in accordance with clause 2 of the Terms and Conditions.
Gold Road	Gold Road Resources Limited ACN 109 289 527.
New Shares	The Shares offered in the Share Purchase Plan Offer.
Offer	The offer of New Shares in the Share Purchase Plan Offer.
Offer Price	A\$0.11 per New Share.
Share Purchase Plan Offer	This document.
Share Registry	Security Transfer Registrars Pty Ltd.
Shares	Fully paid ordinary shares in Gold Road.
Terms and Conditions	The terms and conditions of the Offer set out in section 4 of this Share Purchase Plan Offer.
US Person	A "U.S. person" as defined in <i>Regulation S</i> under the <i>US Securities Act of 1933</i> .
US Securities Act	<i>US Securities Act of 1933</i> .
VWAP	Volume weighted average price.

18 January 2013

The Manager
Company Announcements Office
Australian Securities Exchange
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SYDNEY NSW 2000



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perth@goldroad.com.au

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").

As contemplated by Gold Road's Share Purchase Plan announcement on Monday, 14 January 2013 Gold Road advises that the company will offer up to 45,454,545 (note 1) ordinary fully paid shares for issue without disclosure under Part 6D.2 of the Corporations Act pursuant to the terms of the Share Purchase Plan.

The Company has commenced discussions with respect to farm-in opportunities over certain of the company's regional tenements. These discussions are at an early stage and if any transaction eventuates an announcement will be made at that time

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 stroke extending to the right.

Kevin Hart
Company Secretary

Note 1: The company reserves the right to increase the number of shares to be issued under the offer to a maximum of 54,545,454 should the Directors agree to accept over subscriptions.