

## ASX ANNOUNCEMENT

16 February 2011



Company Announcements Platform  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

### Appendix 3Y - Replacement

Please find attached a replacement Appendix 3Y for Mr. Russell Davis incorporating "Part 3 – Closed Periods".

Yours faithfully,  
Gold Road Resources Limited

A handwritten signature in black ink, appearing to read "Kevin Hart", written over a horizontal line.

**KEVIN HART**  
COMPANY SECRETARY

#### COMPANY DIRECTORS

**Ian Murray**  
Chairman

**Russell Davis**  
Non-Executive Director

**Kevin R Hart**  
Company Secretary, Non-Executive Director

**Martin Pyle**  
Non-Executive Director

**Ziggy Lubieniecki**  
Executive Director

#### CONTACT DETAILS

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# 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: <b>Gold Road Resources Limited</b>
ABN: <b>13 109 289 527</b>

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	Russell Davis
Date of last notice	15 December 2010

### 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) Note: Provide details of the circumstances giving rise to the relevant interest.	Davis Super Fund Davis Family Investment Trust
Date of change	Indirect - 9 February 2011 Direct - 15 February 2011

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+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

<p>No. of securities held prior to change</p>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 5,510,000 fully paid ordinary shares</li> <li>• 2,000,000 unlisted options exercisable by payment of \$0.20 each on or before 31 March 2011.</li> <li>• 1,255,000 listed options exercisable at \$0.07 each expiring on or before 30 June 2011.</li> <li>• 1,000,000 unlisted options exercisable by payment of \$0.37 each on or before 30 November 2012.</li> </ul> <p>Indirect</p> <ul style="list-style-type: none"> <li>• 1,750,000 fully paid ordinary shares</li> <li>• 310,000 listed options exercisable at \$0.07 each expiring on or before 30 June 2011.</li> <li>• 500,000 unlisted options exercisable by payment of \$0.615 each on or before 31 October 2014</li> </ul>
<p>Class</p>	<ul style="list-style-type: none"> <li>• Fully paid ordinary shares</li> </ul>
<p>Number acquired</p>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 2,000,000 fully paid ordinary shares</li> </ul>
<p>Number disposed</p>	<p>Indirect</p> <ul style="list-style-type: none"> <li>• 1,750,000 fully paid ordinary shares</li> </ul> <p>Direct</p> <ul style="list-style-type: none"> <li>• Exercise of 2,000,000 unlisted options exercisable by payment of \$0.20 each on or before 31 March 2011.</li> </ul>
<p>Value/Consideration  <small>Note: If consideration is non-cash, provide details and estimated valuation</small></p>	<p>Indirect - \$0.35 per share  Direct - \$0.20 per share</p>
<p>No. of securities held after change</p>	<p>Direct</p> <ul style="list-style-type: none"> <li>• 7,510,000 fully paid ordinary shares</li> <li>• 1,255,000 listed options exercisable at \$0.07 each expiring on or before 30 June 2011.</li> <li>• 1,000,000 unlisted options exercisable by payment of \$0.37 each on or before 30 November 2012.</li> </ul>

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<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	<b>Indirect</b> <ul style="list-style-type: none"> <li>• On-market trade of fully paid ordinary shares.</li> </ul> <b>Direct</b> <ul style="list-style-type: none"> <li>• Shares issued pursuant to exercise of unlisted options</li> </ul>
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**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.

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

**Part 3 – +Closed period**

<b>Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?</b>	No
<b>If so, was prior written clearance provided to allow the trade to proceed during this period?</b>	N/A
<b>If prior written clearance was provided, on what date was this provided?</b>	N/A

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