

RESOURCE
CAPITAL FUNDS[®]

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To : Company Announcements
Fax No : 1300 135 638
Company : ASX Announcements
Subject : **FORM 605**

From : Miriam Sharp
Pages : 3
Date : May 21, 2018
Copy : Company Secretary
Kevin Hart 9315 5475
Gold Road Resources Limited

NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

Resource Capital Fund VI L.P lodges the attached Form 605 in relation to Gold Road Resources Limited.

Yours faithfully

Miriam Sharp

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme	GOLD ROAD RESOURCES LIMITED
ACN/ARSN	109 289 527
1. Details of substantial holder (1)	RESOURCE CAPITAL FUND VI L.P. ("RCF VI")
Name	
ACN/ARSN (if applicable)	

19/05/2018

The holder ceased to be a substantial holder on
 The previous notice was given to the company on 30/05/2017
 The previous notice was dated 30/05/2017

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
30/05/2017	RCF VI	On Market Sale	A\$1,390,217.84	-2,074,952	-2,074,952
19/05/2018	RCF VI	Expiry of Call Option referred to in Form 604 dated 30/05/2017	Nil (note that this is simply the expiration of the relevant interest of RCF VI)	-74,284,070	N/A (relevant interest expired)

3. Changes in association

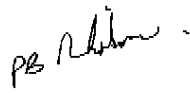
The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
RCF VI	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 19, 120 COLLINS STREET, MELBOURNE VIC 3000, AUSTRALIA

Signature		
print name	PETER NICHOLSON	AUTHORISED OFFICER
sign here		date 21/05/2018

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document settling out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (5) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.