

ASX ANNOUNCEMENT

5 April 2012

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

Dear Sir/Madam

Appendix 3B

Please find attached an Appendix 3B in respect of Performance Share Rights and Unlisted Options issued during the quarter ended 31 March 2012 pursuant to the terms of the Gold Road Employee Incentive Plan.

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

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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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

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

a) Performance Share Rights
b) Unlisted Options

2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

a) 315,000 Performance Share Rights
b) 310,000 Unlisted Options
c) 702,000 Unlisted Options

+ See chapter 19 for defined terms.

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)

Performance Share Rights

Exercise of the Performance Rights are subject to the following vesting conditions:

- a) 105,000 performance rights vest upon grant and are exercisable immediately and will expire if unexercised on 31 March 2015;
- b) 105,000 performance rights vest on the holder remaining in the employment of the Company at 31 March 2013, are exercisable from that date and will expire if unexercised on 31 March 2015; and
- c) 105,000 performance rights vest on the holder remaining in the employment of the Company at 31 March 2014, are exercisable from that date and will expire if unexercised on 31 March 2015.

Unlisted Options

- a) 310,000 Options have a 4 year term, will expire on 31 December 2015 and are exercisable at 48 cents each.
- b) 702,000 Options have a 4 year term, will expire on 31 March 2016 and are exercisable at 47.25 cents each.

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:

- 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 to be issued upon the ultimate exercise of the performance rights and unlisted options will rank equally with those already on issue.

5 Issue price or consideration

Performance Share Rights:

Nil

Unlisted Options:

Nil

<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p><u>Performance Share Rights:</u> Issued pursuant to the Gold Road Resources Limited Employee Incentive Plan.</p> <p><u>Unlisted options:</u> Issued pursuant to the Gold Road Resources Limited Employee Incentive Plan.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p><u>Performance Share Rights:</u> a) 28 March 2012</p> <p><u>Unlisted Options:</u> b) 6 January 2012 c) 28 March 2012</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="766 795 1045 840">Number</th> <th data-bbox="1045 795 1370 840">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="766 840 1045 1010">389,950,665</td> <td data-bbox="1045 840 1370 1010">Ordinary Fully paid Shares</td> </tr> </tbody> </table>	Number	+Class	389,950,665	Ordinary Fully paid Shares
Number	+Class				
389,950,665	Ordinary Fully paid Shares				

+ See chapter 19 for defined terms.

9	Number and ⁺ class of all ⁺ securities not quoted on ASX (including the securities in clause 2 if applicable)	5,200,000	unlisted	options	Exercisable by payment of 37 cents each expiring 30 November 2012;
		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.
		200,000	unlisted	options	Exercisable by payment of 15 cents each expiring 31 December 2012
		300,000	unlisted	options	Exercisable by payment of 17 cents each expiring 31 May 2013
		2,100,000	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

<p>9 Number and ⁺class of all ⁺securities not quoted on ASX (including the securities in clause 2 if applicable) (continued)</p>	119,000 Options	unlisted	Exercisable by payment of 70.5 cents each expiring 31 May 2015
	46,000 Options	unlisted	Exercisable by payment of 95.3 cents each expiring 30 June 2015
	324,000 Options	unlisted	Exercisable by payment of 54.8 cents each expiring 31 October 2015
	310,000 Options	unlisted	Exercisable by payment of 48 cents each expiring 31 December 2015
	702,000 Options	unlisted	Exercisable by payment of 47.25 cents each expiring 31 March 2016
	1,100,000		Performance Share Rights granted 15 December 2011
	315,000		Performance Share Rights granted 28 March 2012

⁺ See chapter 19 for defined terms.

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?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the ⁺securities will be offered

14 ⁺Class of ⁺securities to which the offer relates

15 ⁺Record date to determine entitlements

16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?

17 Policy for deciding entitlements in relation to fractions

18 Names of countries in which the entity has ⁺security holders who will not be sent new issue documents
Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

20 Names of any underwriters

21 Amount of any underwriting fee or commission

22 Names of any brokers to the issue

23 Fee or commission payable to the broker to the issue

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
(tick one)
- (a) Securities described in Part 1

+ See chapter 19 for defined terms.

(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

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.

+ See chapter 19 for defined terms.

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:
Company secretary

Date: 5 April 2012

Print name: Kevin Hart

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