

## ASX ANNOUNCEMENT

16 February 2011

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

Dear Sir/Madam

### Appendix 3B and Section 708 Notice

Please find attached an Appendix 3B in respect of the issue of shares on the exercise of listed and unlisted options.

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

**Principal & Registered Office**  
6 Altona St, West Perth, WA, 6005

**Website**  
[www.goldroad.com.au](http://www.goldroad.com.au)

**Email**  
[perth@goldroad.com.au](mailto:perth@goldroad.com.au)

**Phone**  
+61(8) 9486 4144

**Fax**  
+61(8) 9481 6405



# 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   | Ordinary fully paid shares           |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 2,177,429 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) |                                      |

+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>The shares to be issued will rank equally with those already on issue.</p>						
<p>5 Issue price or consideration</p>	<p>a) 7 cents each  b) 20 cents each</p>						
<p>6 Purpose of the issue  (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>a) Shares issued on the exercise of listed options, 177,429 exercisable at 7 cents each, expiring 30 June 2011  b) Shares issued on the exercise of unlisted options, 2,000,000 exercisable at 20 cents each, expiring 31 March 2011</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>16 February 2011</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="686 1377 997 1422">Number</th> <th data-bbox="997 1377 1291 1422">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1422 997 1512">267,171,554</td> <td data-bbox="997 1422 1291 1512">Ordinary Fully paid Shares</td> </tr> <tr> <td data-bbox="686 1512 997 1727">48,726,783</td> <td data-bbox="997 1512 1291 1727">Options exercisable by payment of 7 cents each on or before 30 June 2011.</td> </tr> </tbody> </table>	Number	+Class	267,171,554	Ordinary Fully paid Shares	48,726,783	Options exercisable by payment of 7 cents each on or before 30 June 2011.
Number	+Class						
267,171,554	Ordinary Fully paid Shares						
48,726,783	Options exercisable by payment of 7 cents each on or before 30 June 2011.						

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+ See chapter 19 for defined terms.

	Number		+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	500,000	unlisted	Exercisable by payment of 20 cents each expiring 31 March 2011;
	5,400,000	unlisted	Exercisable by payment of 37 cents each expiring 30 November 2012;
	3,000,000	unlisted	Exercisable by payment of 18.5/ 22 and 26 cents each expiring 30 May 2013;
	2,000,000	unlisted	Exercisable by payment of 7/ 10 and 15 cents each expiring 30 June 2014.
	500,000	unlisted	Exercisable by payment of 15 cents each expiring 31 December 2012
	300,000	unlisted	Exercisable by payment of 17 cents each expiring 31 May 2013
	2,700,000	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

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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## Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	No
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12 Is the issue renounceable or non-renounceable?	N/A
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+ See chapter 19 for defined terms.

**Appendix 3B**  
**New issue announcement**

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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

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+ See chapter 19 for defined terms.

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

(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

+ See chapter 19 for defined terms.

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- 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**

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+ See chapter 19 for defined terms.

- 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: 16 February 2011  
Company secretary

Print name: Kevin Hart

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## ASX ANNOUNCEMENT

16 February 2011

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

Dear Sir/Madam

### Notice given under Section 708A(5) of the Corporations Act

This notice is given by the Company under section 708A(5)(e) of the Corporations Act in relation to an issue of fully paid ordinary shares by the Company without disclosure to investors under Part 6D.2 of the Corporations Act.

As at the date of this notice, the Company has complied with:


- (a) the provisions of Chapter 2M of the Corporations Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

The Company confirms that, as at the date of this notice, there is no information that:

- (a) has been excluded from a continuous disclosure notice given to ASX in accordance with the ASX Listing Rules; and
- (b) investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
  - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
  - (ii) the rights and liabilities attaching to fully paid ordinary shares,

to the extent to which it would be reasonable for investors and their professional advisers to expect to find such information in a disclosure document.

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

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