



**Gold Road Resources Limited**

ACN 109 289 527

# Retail Offer Booklet

1 for 10 accelerated non-renounceable entitlement  
offer at an offer price of A\$0.44 per New Share

The Retail Entitlement Offer closes at 3.00 pm (Perth time)  
on Monday, 16 May 2016

## **Joint Lead Managers**

Macquarie Capital (Australia) Limited

Argonaut Securities Pty Ltd

### **THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

This Retail Offer Booklet is not a prospectus and does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the entitlements attaching to, the New Shares.

You should read this Retail Offer Booklet in its entirety before deciding whether to accept the offer of New Shares. If you do not understand any part of this Retail Offer Booklet or are in doubt as to what you should do, you should consult your stockbroker, accountant, financial or other professional adviser immediately.

**NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES**



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## Important Notice

This document and the accompanying information (**Information**) has been prepared by Gold Road Resources Limited, ACN 109 289 527 (**Company**). This Retail Offer Booklet is dated 29 April 2016.

The Entitlement Offer to which this document relates complies with the requirements of section 708AA of the Corporations Act as notionally modified by ASIC Corporations Instruments 2016/84 and 2016/73. This document is not a prospectus under the Corporations Act and has not been lodged with ASIC.

### Not investment or financial product advice

The Information is not investment or financial product advice, does not purport to contain all the information that you may require in evaluating a possible acquisition of New Shares in the Company and has been prepared without taking into account the investment objectives, financial situation, tax position and needs of you or any particular investor.

Before deciding whether to apply for New Shares, you should conduct your own independent review, investigation and analysis of the Company and the New Shares in light of your personal circumstances (including financial and taxation issues). You should obtain any professional advice you require to evaluate the merits and risks of an investment in the Company before making any investment decision based on your investment objectives.

### Information about the Company

The information included in this Retail Offer Booklet provides information about the Company's activities current as at the date of this document. It should be read in conjunction with the Company's other periodic and continuous disclosure announcements, the Company's annual report for the year ended 30 June 2015 and the Company's other announcements to ASX available at [www.asx.com.au](http://www.asx.com.au) or on the Company's website at [www.goldroad.com.au](http://www.goldroad.com.au).

### Past performance


Investors should note that the Company's past performance, including past share price performance, cannot be relied upon as an indicator of (and provides no guidance as to) the Company's future performance, including the Company's financial position or future share price performance.

### Forward looking statements

This Retail Offer Booklet contains certain 'forward looking statements'. Forward looking statements include those containing words such as: 'anticipate', 'believe', 'expect', 'project', 'forecast', 'estimate', 'likely', 'intend', 'should', 'could', 'may', 'target', 'plan', 'consider', 'foresee', 'aim', 'will' and other similar expressions. Any forward looking statements, opinions and estimates provided in this Retail Offer Booklet are based on assumptions and contingencies which are subject to change without notice and involve known and unknown risks and uncertainties and other factors which are beyond the control of the Company, including the risks and uncertainties described in the 'Key Risks' section of the Investor Presentation included in **section 3** of this Retail Offer Booklet. This includes any statements about market and industry trends, which are based on interpretations of current market conditions.

Forward looking statements may include indications, projections, forecasts and guidance on sales, earnings, dividends and other estimates. Forward looking statements are provided as a general guide only and should not be relied upon as an indication or guarantee of future performance. Actual results, performance or achievements may differ materially from those expressed or implied in such statements and any projections and assumptions on which those statements are based. These statements may assume the success of the Company's business strategies.

The success of any of these strategies is subject to uncertainties and contingencies beyond the Company's control, and no assurance can be given that any of the strategies will be effective or that the anticipated benefits from the strategies will be realised in the period for which the forward looking



statement may have been prepared or otherwise. Readers are cautioned not to place undue reliance on forward looking statements and except as required by law or regulation, the Company assumes no obligation to update these forward looking statements. To the maximum extent permitted by law, the Company and its directors, officers, employees, agents, associates and advisers disclaim any obligations or undertaking to release any updates or revisions to the information to reflect any change in expectations or assumptions, do not make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of such information, or likelihood of fulfilment of any forward looking statement or any event or results expressed or implied in any forward looking statement, and disclaim all responsibility and liability for these forward looking statements (including, without limitation, liability for negligence).

### **Foreign jurisdictions**

The information in this Retail Offer Booklet does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Retail Entitlement Offer, the Entitlements, the New Shares, or otherwise permit a public offering of the New Shares, in any jurisdiction outside of Australia and New Zealand.

The distribution of this Retail Offer Booklet (including an electronic copy) outside of Australia and New Zealand may be restricted by law. If you come into possession of the information in this Retail Offer Booklet, you should observe such restrictions, including those set forth in the “International Offer Restrictions” section of Appendix 5 of the Investor Presentation that is included in **section 3** of this Retail Offer Booklet.

Because of legal restrictions, you must not send copies of this Retail Offer Booklet or any material in relation to the Entitlement Offer to any person outside Australia and New Zealand. Failure to comply with these restrictions may result in violations of applicable securities law.

### **United States disclaimer**

This Retail Offer Booklet or material accompanying it may not be released or distributed in the United States. This Retail Offer Booklet or material accompanying it does not constitute an offer to sell, or a solicitation of an offer to buy, any securities in the United States. Neither this Retail Offer Booklet (or any part of it), the accompanying ASX announcement nor the Entitlement and Acceptance Form when that is to be made available, may be released or distributed directly or indirectly to persons in the United States. The New Shares have not been, and will not be, registered under the U.S. Securities Act of 1933 (the **U.S. Securities Act**) or the securities laws of any state or other jurisdiction of the United States. The Entitlements may not be taken up by persons in the United States or by persons who are, or are acting for the account or benefit of, a person in the United States and the New Shares may not be offered or sold in the United States or to, or for the account or benefit of, a person in the United States, except in transactions exempt from, or not subject to, the registration requirements of the U.S. Securities Act and the applicable securities laws of any state or other jurisdiction of the United States.

The New Shares to be offered and sold to Eligible Retail Shareholders in the Retail Entitlement Offer may only be sold outside the United States in “offshore transactions” (as defined in Rule 902(h) under the Securities Act) in reliance on Regulation S under the Securities Act.

### **No representations**

No party other than the Company has authorised or caused the issue of the information in this Retail Offer Booklet, or take responsibility for, or makes, any statements, representations or undertakings in this Retail Offer Booklet or for any action you take in reliance on this Retail Offer Booklet. No person is authorised to give any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Retail Offer Booklet. Any information or representation that is not in this Retail Offer Booklet may not be relied on as having been authorised by the Company or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, and only to the extent so required, none of the Company, or any other person, warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Retail Offer Booklet.

## Responsibility for Retail Offer Booklet

None of the Company nor any of its respective subsidiaries, affiliates and associated companies (or any of their respective officers, employees or agents) or any other person (including the Joint Lead Managers and their affiliates and related bodies corporate and each of their directors, officers, partners, employees, advisers and agents (**Beneficiaries**)) (the **Relevant Persons**) makes any representation, warranty, assurance or guarantee as to the accuracy or completeness of all or part of this Retail Offer Booklet, or any constituent or associated Retail Offer Booklet, information or material, or the accuracy or likelihood of fulfilment of any forward looking statement (or any outcomes expressed or implied in any forward looking statements), forecast, prospect or return contained in or implied by the information in this Retail Offer Booklet or any part of it. The forward looking statements in this Retail Offer Booklet reflect views held only at the date of this Retail Offer Booklet. Except as required by applicable law, regulation or the ASX Listing Rules, the Relevant Persons disclaim any obligation or undertaking to publicly update any forward looking statements, whether as a result of new information or future events or otherwise.

Neither the Joint Lead Managers nor any of the other Beneficiaries have authorised, permitted or caused the issue, lodgement, submission, despatch or provision of this Retail Offer Booklet and they do not take any responsibility for (or make or purport to make any statements, representations or undertakings in) this Retail Offer Booklet or any action taken by you on the basis of the information in this Retail Offer Booklet.

To the maximum extent permitted by law, the Joint Lead Managers and the other Beneficiaries exclude and disclaim all liability for any expenses, losses, damages or costs incurred by you as a result of your participation in the Retail Entitlement Offer and the information in this Retail Offer Booklet being inaccurate or incomplete in any way for any reason, whether by way of negligence or otherwise, makes no representation or warranty, express or implied, as to the currency, accuracy, reliability or completeness of the information in this Retail Offer Booklet and, with regards to the Joint Lead Managers and the other Beneficiaries, each takes no responsibility for any part of this Retail Offer Booklet. Determination of eligibility of investors for the purposes of the Entitlement Offer is determined by reference to a number of matters, including legal requirements and the discretion of the Company and the Joint Lead Managers. The Company and the Joint Lead Managers and the other Beneficiaries disclaim any liability in respect of the exercise or otherwise of that discretion, to the maximum extent permitted by law.

The Joint Lead Managers and the other Beneficiaries make no recommendation as to whether you or your related parties should participate in the Retail Entitlement Offer nor do they make any representations or warranties to you concerning this Retail Entitlement Offer or any such information, and you represent, warrant and agree that you have not relied on any statements made by the Joint Lead Manager or the other Beneficiaries in relation to the New Shares or the Retail Entitlement Offer generally, and you further expressly disclaim that you are in a fiduciary relationship with any of them, or that any of them owe you a duty (whether fiduciary or otherwise).

The information in this Retail Offer Booklet remains subject to change without notice.

If you are in any doubt as to these matters, you should first consult with your financial adviser or other professional adviser.

## Times and dates

Times and dates in this Retail Offer Booklet are indicative only and subject to change. Unless otherwise indicated, all times and dates refer to Australian Western Standard Time (**AWST**).

## Financial data

All dollar values are in Australian dollars (**A\$**).

## Defined terms

Terms used in this Retail Offer Booklet are defined in **section 5**.



## Chairman's Letter

Dear Shareholder

On Wednesday, 27 April 2016, the Company announced a share placement to institutional investors (**Placement**) together with a 1 for 10 pro rata accelerated non-renounceable entitlement offer of new ordinary shares (**Entitlement Offer**).

The offer price for each new share is A\$0.44 (**Offer Price**), a discount of 4.3% to the last trading price of shares in the Company before the announcement. The Placement and the institutional component of the Entitlement Offer (**Institutional Entitlement Offer**) are expected to raise a total of approximately A\$56.6 million.

This retail offer booklet (**Retail Offer Booklet**) relates to the retail component of the Entitlement Offer (**Retail Entitlement Offer**) that is expected to raise a further A\$17.4 million and is being underwritten by Macquarie Capital (Australia) Limited (**Macquarie**). The Institutional Entitlement Offer has not being underwritten.

Details of the proposed use for the funds raised from the Placement and Entitlement Offer (together the **Capital Raising**) are set out in **sections 1.2** and **3** of this Retail Offer Booklet.

Pro forma financial information regarding the Entitlement Offer, is contained in the Company's ASX announcement and Presentation which are included in **section 3** of this Retail Offer Booklet.

### Why am I being sent this Retail Offer Booklet?

On behalf of your Directors, I am pleased to invite you to participate in the Retail Entitlement Offer which follows the Institutional Entitlement Offer.

Your entitlement to subscribe for New Shares under the Retail Entitlement Offer is set out in your personalised entitlement and acceptance form (**Entitlement and Acceptance Form**) accompanying this Retail Offer Booklet. Details about how to participate in the Retail Entitlement Offer are contained in **section 2** and in your Entitlement and Acceptance Form.

It is important that you read this Retail Offer Booklet and the other publicly available information about the Company carefully. In particular, you should consider the risk factors set out in **section 3** before making any investment decision.

**The Retail Entitlement Offer closes at 3.00 pm (Perth time) on Monday, 16 May 2016**, unless extended. If you have any questions about the Retail Entitlement Offer please call the Company's Company Secretary on +61 8 9316 9100 or the Company's Share Registry on +61 8 9315 2333 from 8.00 am to 5.00 pm (Perth time) Monday to Friday during the Retail Entitlement Offer period.

On behalf of the Directors, I invite you to consider this investment opportunity and thank you for your continued support of the Company.

Yours faithfully

**Ian Murray**  
Chairman

# Summary of the Capital Raising

## Placement

<b>Offer Price</b>	A\$0.44 per New Share
<b>Size</b>	Approximately 98 million New Shares
<b>Gross proceeds</b>	Approximately A\$43 million

## Entitlement Offer

<b>Ratio</b>	1 New Share for every 10 Existing Shares
<b>Offer Price</b>	A\$0.44 per New Share
<b>Size</b>	Approximately 70 million New Shares, comprising approximately 30 million under the Institutional Entitlement Offer and approximately 40 million under the Retail Entitlement Offer
<b>Gross Proceeds</b>	A\$31 million, comprising approximately A\$13.5 million under the Institutional Entitlement Offer and approximately A\$17.5 million under the Retail Entitlement Offer
<b>Total Gross Proceeds under the Capital Raising</b>	Approximately A\$74 million

## Key dates

Announcement of the Capital Raising	Pre-market, Wednesday, 27 April 2016
Retail Offer Booklet lodged with ASX	Friday, 29 April 2016
Record Date for Entitlement Offer Entitlements	7.00 pm AWST Friday, 29 April 2016
Retail Offer Booklet and Entitlement and Acceptance Form despatched	Tuesday, 3 May 2016
Retail Entitlement Offer opens	7.00 am AWST Tuesday, 3 May 2016
Allotment of New Shares under the Placement and Institutional Entitlement Offer	Monday, 9 May 2016
New Shares issued under the Placement and Institutional Entitlement Offer commence trading on a normal basis	Monday, 9 May 2016
Retail Entitlement Offer closes	3.00 pm AWST Monday, 16 May 2016
Allotment of New Shares under the Retail Entitlement Offer	Tuesday, 24 May 2016
New Shares issued under Retail Entitlement Offer expected to commence trading on ASX	Wednesday, 25 May 2016
Holding statements for the New Shares issued under the Retail Entitlement Offer despatched	Wednesday, 25 May 2016

Subject to the Listing Rules, the Company in consultation with the Joint Lead Managers, reserves the right to vary the timetable without prior notice, including by extending the Closing Date, closing the Retail Entitlement Offer early, accepting late Applications or by withdrawing the Retail Entitlement Offer. There will be no trading of Entitlements on ASX.

## Enquiries

For further information on the Entitlement Offer contact the Company's Company Secretary on +61 8 9316 9100 or the Company's Share Registry on +61 8 9315 2333 from 8.00 am to 5.00 pm (Perth time) Monday to Friday during the Retail Entitlement Offer period.



# 1 Details of the Entitlement Offer

## 1.1 The Retail Entitlement Offer

Eligible Retail Shareholders are invited to participate in the Retail Entitlement Offer. Ineligible Retail Shareholders are ineligible to participate (for further information see **section 1.6**).

Your Entitlement to subscribe for New Shares is shown on your personalised Entitlement and Acceptance Form. Fractional Entitlements to New Shares have been rounded up to the nearest whole New Share.

Your Entitlement cannot be traded on ASX or privately transferred.

## 1.2 Purpose of the Entitlement Offer

The Capital Raising will raise an aggregate of approximately A\$74 million (before costs). These funds are primarily intended to be used to:

- (a) purchase long lead capital items for the Gruyere Project;
- (b) commence early works and front-end engineering and design for the Gruyere Project;
- (c) provide flexibility to fund possible Gruyere open pit depth extensions as well as regional exploration programs at priority targets across the Yamarna Greenstone Belt; and
- (d) general working capital and corporate purposes.

See **section 3** for further details on the proposed use of funds.

## 1.3 Offer Price

The Offer Price is A\$0.44 for each New Share subscribed for and is payable in full upon application. The Offer Price is the same as the offer price for the Institutional Entitlement Offer and the Placement, and represents a discount of:

- (a) 4.3% to the last trading price of Shares before announcement of the Entitlement Offer;
- (b) 3.5% to the TERP<sup>1</sup>; and
- (c) 10.7% to the 5 day volume weighted average price of approximately A\$0.49.

## 1.4 Minimum subscription

There is no minimum subscription under the Retail Entitlement Offer. You may subscribe for any number of New Shares up to your Entitlement. You may not apply for New Shares in excess of your Entitlement.

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<sup>1</sup> The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Gold Road shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the entitlement offer will depend on many factors and may not equate to TERP. The TERP includes New Shares to be issued under the Placement.



## **1.5 Allotment of New Shares and ASX quotation**

It is currently expected that allotment of the New Shares under the Retail Entitlement Offer will take place on Tuesday, 24 May 2016. However, if the Closing Date is extended, the date for allotment may also be extended.

No allotment of New Shares will be made until permission is granted for their quotation by ASX.

Application Money will be held in trust in a subscription account until allotment. No interest earned on Application Monies will be paid by the Company, irrespective of whether allotment takes place.

## **1.6 Ineligible Retail Shareholders**

The Company is not extending the Retail Entitlement Offer to Ineligible Retail Shareholders having regard to:

- (a) the cost of complying with legal and regulatory requirements outside Australia and New Zealand;
- (b) the number of Ineligible Retail Shareholders; and
- (c) the number and value of New Shares which could be offered to Ineligible Retail Shareholders.

Where the Retail Offer Booklet has been despatched to Ineligible Retail Shareholders, the Retail Offer Booklet is provided for information purposes only.

In limited circumstances, the Company may elect to treat as Eligible Retail Shareholders certain Shareholders who would otherwise be Ineligible Retail Shareholders, provided the Company is satisfied that it is not precluded from lawfully issuing New Shares to such Shareholders either unconditionally or after compliance with conditions which the Board, in its sole discretion, regards as acceptable and not unduly onerous.

## 2 How can I participate in the Retail Entitlement Offer?

### 2.1 What are my choices?

Before taking any action you should read this Retail Offer Booklet in its entirety.

The number of New Shares to which you are entitled is shown on your Entitlement and Acceptance form.

Your choices are:

Choice	See section
Take up all or part of your Entitlement	2.2
Do nothing, in which case your Entitlement will lapse and you will receive no value for those lapsed entitlements	2.3

### 2.2 Taking up all or part of your entitlement

If you wish to take up all or part of your Entitlement, payment must be made by following the instructions set out on your personalised Entitlement and Acceptance Form.

If the Company receives an amount that is less than the Offer Price multiplied by your Entitlement, your payment may be treated as an Application for as many New Shares as your Application Monies will pay for in full.

If you do not take up your Entitlement in full, you will not receive any payment or value for those Entitlements not taken up.

### 2.3 Allowing your entitlement to lapse

If you do not wish to take any part of your Entitlement, do not take any further action and your Entitlement will lapse. You will not receive any payment or value for those Entitlements that lapse.

### 2.4 Payment for New Shares

The Offer Price of A\$0.44 per New Share is payable in full on application.

Payment must be received no later than 3.00 pm (Perth time) on the Closing Date (Monday, 16 May 2016).

All payments are to be made in Australian currency by cheque drawn on and payable at any Australian bank or by BPAY®.

Cheques should be made payable to 'Gold Road Resources Limited' and crossed 'Not Negotiable'.

Applicants are asked not to forward cash. Receipts for payments will not be issued.

BPAY® payments should be made in accordance with the instructions on the Entitlement and Acceptance Form using the BPAY® Biller Code and unique Customer Reference Number shown on the form. You are not required to return the Entitlement and Acceptance Form if you use BPAY® to pay the Application Money.

## 2.5 Address details and enquiries

If not paying by BPAY®, completed Entitlement and Acceptance Forms (including payment of Application Money) should be forwarded to the Company's Share Registry by mail (using the enclosed prepaid envelope, if posted in Australia) or delivered to the following addresses:

### By hand:

Gold Road Resources Limited  
C/- Security Transfer Registrars Pty Ltd  
Alexandrea House  
Suite 1, 770 Canning Highway  
Applecross WA 6153  
Australia

### By mail:

Gold Road Resources Limited  
C/- Security Transfer Registrars Pty Ltd  
PO Box 535  
Applecross WA 6953  
Australia

## 2.6 No withdrawals


You cannot withdraw your Application once it has been accepted. Cooling-off rights do not apply to an investment in New Shares. The Company reserves the right to withdraw the Retail Entitlement Offer at any time before the issue of New Shares to Eligible Retail Shareholders, in which case the Company will refund any Application Money already received in accordance with the Corporations Act and will do so without interest being payable to Applicants.

## 2.7 Representations upon acceptance

By completing and returning your personalised Entitlement and Acceptance Form or making a payment by BPAY®, you will be deemed to have represented, warranted and agreed on behalf of yourself and each person on whose behalf you are acting for the benefit of, that:

- (a) you have received a copy of this Retail Offer Booklet accompanying the Entitlement and Acceptance Form, and read it in its entirety;
- (b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application Money, the Application may not be varied or withdrawn except as required by law;
- (c) you agree to be bound by the terms of the Entitlement Offer and the provisions of the Company's constitution;
- (d) you authorise the Company to register you as the holder of the New Shares allotted to you;
- (e) you declare that all details and statements in the Entitlement and Acceptance Form are complete and accurate;
- (f) you declare you have full legal capacity and power to perform all your entitlements and obligations under the Entitlement and Acceptance Form;
- (g) you agree to apply for, and be issued with, the number of New Shares specified in the Entitlement and Acceptance Form, or for which you have submitted payment of any Application Money via BPAY®, at the Offer Price per New Share;
- (h) you authorise the Company, the Joint Lead Managers, the Underwriter, the Share Registry and their respective officers or agents, to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;

- (i) you declare that you were the current registered holder on the Record Date, of the Existing Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date and are resident in Australia or New Zealand (or other jurisdictions approved by the Company);
- (j) you acknowledge that the information contained in this Retail Offer Booklet and the Entitlement and Acceptance Form is not investment advice or a recommendation that New Shares are suitable for you given your investment objectives, financial situation or particular needs, and that the Retail Offer Booklet is not a prospectus, does not contain all of the information that you may require in order to assess an investment in the Company and is given in the context of the Company's past and ongoing continuous disclosure announcements to ASX;
- (k) the law of any jurisdiction outside of Australia and New Zealand does not prohibit you from being given this Retail Offer Booklet and the Entitlement and Acceptance Form, and does not prohibit you from making an Application for New Shares;
- (l) you acknowledge the statement of risks in the "Key Risks" section of the Investor Presentation, and that investments in the Company are subject to investment risk;
- (m) you acknowledge that none of the Company, the Joint Lead Managers, the Underwriter or any or each of their directors, officers, employees, agents, consultants or their advisers, guarantees the performance of the Company, nor do they guarantee the repayment of capital from the Company;
- (n) you are not in the United States and not acting for the account or benefit of a person in the United States;
- (o) 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 New Zealand and accordingly, the Entitlements may not be taken up, and the New Shares may not be offered, sold or otherwise transferred, in the United States or any jurisdiction other than Australia and New Zealand or to, or for the account or benefit of, any person in the United States or any jurisdiction other than Australia and New Zealand, 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;
- (p) you agree not to send this Retail Offer Booklet, the Entitlement and Acceptance Form or any other material relating to the Offer to any person in the United States or any jurisdiction other than Australia and New Zealand (or other jurisdictions approved by the Company);
- (q) you are an Eligible Retail Shareholder and have read and understood this Retail Offer Booklet and the Entitlement and Acceptance Form and that you acknowledge the matters, and make the warranties and representations and agreements contained in this Retail Offer Booklet and Entitlement Acceptance Form;
- (r) you agree to provide (and direct your nominee or custodian to provide) any requested substantiation of your eligibility to participate in the Entitlement Offer and/or of your holding of Existing Shares on the Record Date;

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- (s) if you are acting as a nominee or custodian, each beneficial holder on whose behalf you are submitting the Entitlement and Acceptance Form is resident in Australia or New Zealand (or other jurisdictions approved by the Company) and is not in the United States and is not acting on behalf of a person in the United States, and you have not sent this Retail Offer Booklet, the Entitlement and Acceptance Form or any information relating to the Retail Entitlement Offer to any such person; and
  - (t) if in the future you decide to sell or otherwise transfer the New Shares, you will only do so by regular transactions on ASX or otherwise where neither you nor any person acting on your behalf know, or has reason to know, that the sale has been pre-arranged with, or that the purchaser is, a person in the United States or is acting on behalf of a person in the United States.

### 3 ASX Announcement and Investor Presentation



#### ASX Announcement

27 April 2016

## A\$74 MILLION PLACEMENT AND ACCELERATED ENTITLEMENT OFFER

*Not for release or distribution in the United States*

### Highlights

- Institutional placement to raise approximately A\$43 million (Placement)
- Accelerated 1 for 10 non-renounceable entitlement offer to raise approximately A\$31 million (Entitlement Offer)
- New shares to be issued at A\$0.44 per share (Offer Price), representing a 4.3% discount to last close of A\$0.46 as at 26 April 2016
- Three high quality North American institutional investors have entered into binding agreements to subscribe for A\$20 million as part of the Equity Raising
- Use of proceeds include the purchase of long lead time capital items, commencement of early works and FEED, flexibility to fund possible Gruyere Project open pit depth extensions as well as regional exploration programs

### Overview

Gold Road Resources Limited (**Gold Road** or the **Company**) is pleased to announce the launch of an institutional placement and a 1 for 10 pro-rata accelerated non-renounceable entitlement offer to raise approximately A\$74 million (**Equity Raising**).

Gold Road is currently fully funded with existing cash on hand to complete the Feasibility Study (**FS**). Funds raised via the Equity Raising will be used to:

- Purchase long lead time capital items
- Commence early works and front end engineering and design (**FEED**)
- Provide flexibility to fund possible Gruyere open pit depth extensions as well as regional exploration programs at priority targets across the Yamarna Greenstone Belt
- General working capital and corporate purposes

By raising this capital now the Gruyere Project execution plan is further de-risked and de-bottlenecked allowing for a smoother development schedule.

Gold Road is committed to delivering Australia's next large scale gold project with the development of the Gruyere Project. The Board of Directors approved the commencement of a FS following the release of its positive Pre-Feasibility Study on the 8 February 2016, which paves the way for completion of the FS in late 2016, commencement of construction in early 2017 and first gold production in late 2018. The Gruyere Project is set to be a large scale, open pit operation utilising a conventional 7.5 Mtpa gravity/carbon-in-leach plant for an initial project life of 12 years.

ASX Code GOR

ABN 13 109 289 527

#### COMPANY DIRECTORS

Ian Murray  
**Executive Chairman**

Justin Osborne  
**Executive Director**

Russell Davis  
**Non-Executive Director**

Tim Netscher  
**Non-Executive Director**

Martin Pyle  
**Non-Executive Director**

Kevin Hart  
**Company Secretary**

#### CONTACT DETAILS

Principal & Registered Office  
Level 2, 26 Colin St  
West Perth WA 6005

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Gold Road's Executive Chairman Ian Murray commented, "This Equity Raising follows the release of the detailed Pre-Feasibility Study confirming the Gruyere Project as one of Australia's best undeveloped gold deposits, with a long life and low costs. The findings indicate a technically sound and financially viable project, which is anticipated to support strong margins and cash flow. The decision to raise additional equity now is a strong signal of Gold Road's commitment to developing the Gruyere Project. It also highlights significant investor interest in supporting Gold Road in this endeavour. This Equity Raising will enable Gold Road to de-risk and to de-bottleneck the Gruyere Project, and to expedite its development, through the purchase of long lead time capital items and commencement of early works and FEED, in parallel with the completion of the Feasibility Study and a continued focus on exploiting priority exploration targets across the Yamarna Greenstone Belt".

## Use of Proceeds

The A\$74 million gross proceeds from the Equity Raising will be applied to fund the following:

Proposed Use of Proceeds	Amount
Purchase of long lead time capital items for the Gruyere Project	A\$32 million
Completion of early works and FEED for the Gruyere Project	A\$18 million
Exploration – Possible additional drill-out of the Gruyere open pit depth extension	A\$5 million
Exploration – Continued drilling activities in the Yamarna region	A\$5 million
General working capital, corporate expenditure and transaction costs	A\$14 million
<b>Total</b>	<b>A\$74 million</b>

## Equity Raising

Gold Road is undertaking a A\$74 million Equity Raising at an Offer Price of A\$0.44 per share, which represents (as at ASX market close on Tuesday, 26 April 2016) a:

- 3.5% discount to TERP<sup>2</sup> of A\$0.456
- 4.3% discount to the last closing price of A\$0.460
- 10.7% discount to the 5 day VWAP of A\$0.493

The Equity Raising is comprised of:

- the Placement of approximately 98 million new shares to sophisticated and institutional investors at the Offer Price of A\$0.44 per new share (**New Shares**), to raise approximately A\$43 million; and
- the Entitlement Offer to raise approximately A\$31 million at the Offer Price comprised of:
  - an accelerated institutional entitlement offer (**Institutional Entitlement Offer**); and
  - a retail entitlement offer (**Retail Entitlement Offer**).

New Shares will rank *pari passu* with existing shares on issue.

## Placement and Institutional Entitlement Offer

Eligible institutional shareholders with registered addresses in the offering jurisdictions will be invited to participate in the Institutional Placement and Institutional Entitlement Offer, which is being conducted from Wednesday, 27 April 2016 to Thursday, 28 April 2016. Eligible shareholders can choose to take up all, part or none of their entitlement. As the Entitlement Offer is non-renounceable entitlements cannot be traded.

2 The Theoretical Ex-Rights Price (**TERP**) is the theoretical price at which Gold Road shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the entitlement offer will depend on many factors and may not equate to TERP. The TERP includes New Shares to be issued under the Placement.



Together with the Placement, institutional entitlements that eligible institutional shareholders do not take up by the close of the Institutional Entitlement Offer, and institutional entitlements that would otherwise have been offered to ineligible institutional shareholders, will be offered to Eligible Institutional Shareholders who apply for New Shares in excess of their entitlement, as well as to certain other eligible institutional investors.

Importantly, Gold Road has secured three additional quality North American institutions who have entered into binding agreements to subscribe for A\$20 million of the Equity Raising at the Offer Price. These institutions add to the quality and depth of Gold Road's share register.

## Retail Entitlement Offer

Eligible retail shareholders with retail addresses in Australia and New Zealand will be invited to participate in the Retail Entitlement Offer at the same Offer Price as the Placement and Institutional Entitlement Offer. The Retail Entitlement Offer is underwritten by Macquarie Capital (Australia) Limited. The Retail Entitlement Offer will open from 7.00am (AWST) on Tuesday, 3 May 2016 and close at 3.00pm (AWST) on Monday, 16 May 2016. Applications will not be accepted for additional New Shares in excess of an eligible retail shareholders' entitlement.

Further information will be sent to Eligible Retail Shareholders in a booklet (**Retail Offer Booklet**) expected to be lodged with ASX and despatched on or around Tuesday, 3 May 2016. The Retail Offer Booklet and the accompanying personalised entitlement and acceptance form (**Application Form**) will contain instructions on how to apply. Application Forms and payments are due by no later than 3.00pm (AWST) on Monday, 16 May 2016.

## Key Dates

Key Event	Date (AWST) <sup>1</sup>
Trading halt and announcement of Equity Raising	Pre-market, 27 April 2016
Placement and Institutional Entitlement Offer bookbuild opens	8.00am, 27 April 2016
Placement and Institutional Entitlement Offer bookbuild closes	28 April 2016
Trading resumes on an "ex-entitlement" basis and the results of the Placement and Institutional Entitlement Offer are announced	29 April 2016
Record Date for determining Eligible Shareholders under the Entitlement Offer	7.00pm, 29 April 2016
Retail Entitlement Offer opens	7.00am, 3 May 2016
Retail Offer Booklet despatched	3 May 2016
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	6 May 2016
Allotment and normal trading of New Shares issued under the Placement and Institutional Entitlement Offer	9 May 2016
Retail Entitlement Offer closes	3.00pm, 16 May 2016
Allotment of New Shares issued under the Retail Entitlement Offer	24 May 2016
Despatch of holding statements and normal trading of New Shares issued under the Retail Entitlement Offer	25 May 2016

### Notes:

- 1 All times are Perth time unless specified. The above timetable is indicative only and subject to change. Gold Road, in conjunction with the Joint Lead Managers, reserves the right to amend any or all of these events, dates and times subject to the *Corporations Act 2001* (Cth), the ASX Listing Rules and other applicable laws.



## Additional information

Additional information regarding the Equity Raising is contained in the investor presentation released to the ASX today. The Retail Offer Booklet will be released separately and mailed to eligible retail shareholders.

Nothing contained in this announcement constitutes investment, legal, tax or other advice. You should seek appropriate professional advice before making any investment decision.

Gold Road has appointed Macquarie Capital (Australia) Limited and Argonaut Securities Pty Ltd as Joint Lead Managers to the Equity Raising.

Treadstone Resource Partners acted as strategic and financial adviser and Corrs Chambers Westgarth acted as legal adviser to the Company.

For further information please contact:

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# UNLOCKING THE POTENTIAL

Gruyere - The Road to Development

Equity Raising Presentation – April 2016

ASX:GOR • [WWW.GOLDROAD.COM.AU](http://WWW.GOLDROAD.COM.AU)

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It is recognised that it is common practice for a company to comment on and discuss its exploration in terms of target size and type. All statements contained in this presentation by the Company which refer to the potential quantity and grade of the target is accompanied by a detailed explanation of the basis for the statement. The potential quantity and grade for the target is conceptual in nature and, there has been insufficient exploration to define a mineral resource and it is uncertain if further exploration will result in the determination of a mineral resource.

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**Production targets:** This document includes information that relates to the Company's production targets and forecast financial information derived from production targets. This information was extracted from the Company's previous announcement entitled 'Gruyere Pre-Feasibility Study Confirms Long Life Mine' which was released to the ASX on 8 February 2016. This announcement is available to view on the Company's website. The Company confirms that all material assumptions underpinning the Gruyere production target, or the forecast financial information derived from the production target, in the previous announcement set out above continue to apply and have not materially changed.

**Cautionary note regarding reserves and resources:** You should be aware that as an Australian company with securities listed on the ASX, the Company is required to report reserves and resources in accordance with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC Code, 2012 Edition). You should note that while the Company's reserve and resource estimates comply with the JORC Code, they may not comply with the relevant guidelines in other countries and, in particular, do not comply with (i) National Instrument 43-101 (Standards of Disclosure for Mineral Projects) of the Canadian Securities Administrators and (ii) Industry Guide 7, which governs disclosures of mineral reserves in registration statements filed with the US Securities and Exchange Commission. Information contained in this presentation describing the Company's mineral deposits may not be comparable to similar information made public by companies subject to the reporting and disclosure requirements of Canadian or US securities laws. In particular, Industry Guide 7 does not recognise classifications other than proven and probable reserves and, as a result, the SEC generally does not permit mining companies to disclose their mineral resources in SEC filings. You should not assume that quantities reported as "resources" will be converted to reserves under the JORC Code or any other reporting regime or that the Company will be able to legally and economically extract them. Determination of eligibility of investors for the purposes of the institutional or retail components of the Entitlement Offer is determined by reference to a number of matters, including legal and regulatory requirements, logistical and registry constraints and the discretion of the Company and/or Joint Lead Managers. Each of the Company and the Joint Lead Managers and each of their respective affiliates disclaim any duty or liability (including for negligence) in respect of that determination and the exercise or otherwise of that discretion, to the maximum extent permitted by law.

Macquarie Capital (Australia) Limited and Argonaut Securities Pty Limited have acted as Joint Lead Managers of the Equity Raising. Neither Macquarie Capital (Australia) Limited nor Argonaut Securities Pty Limited has authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this presentation and there is no statement in this presentation which is based on any statement made by either of them or by any of their affiliates, officers or employees. To the maximum extent permitted by law, each of Macquarie Capital (Australia) Limited and Argonaut Securities Pty Limited and each of their respective affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, and make no representations regarding, and take no responsibility for, any part of this presentation other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this presentation.

# Equity Raising Overview

<b>Offer Structure and Size</b>	<ul style="list-style-type: none"> <li>Equity Raising to raise approximately A\$74 million, comprising: <ul style="list-style-type: none"> <li>A Placement to raise approximately A\$43 million; and</li> <li>A 1 for 10 pro-rata accelerated non-renounceable Entitlement Offer to raise approximately A\$31 million, comprising an Institutional Entitlement Offer and Retail Entitlement Offer</li> </ul> </li> <li>Approximately 168 million new Gold Road shares (New Shares) to be issued, representing approximately 24% of existing issued capital</li> </ul>
<b>Offer Pricing</b>	<ul style="list-style-type: none"> <li>Offer price of A\$0.44 per New Share, which as of 26 April 2016 represents a: <ul style="list-style-type: none"> <li>3.5% discount to TERP<sup>1</sup> of A\$0.456</li> <li>4.3% discount to the last closing price of A\$0.46</li> <li>10.7% discount to the 5 day VWAP of A\$0.493</li> </ul> </li> </ul>
<b>Use of Proceeds</b>	<ul style="list-style-type: none"> <li>The A\$74 million of gross proceeds from the Equity Raising will be applied to fund the following: <ul style="list-style-type: none"> <li>Purchase of long lead time capital items for the Gruyere Project (A\$32 million)</li> <li>Completion of early works and front end engineering and design (FEED) for the Gruyere Project (A\$18 million)</li> <li>Exploration – Possible additional drill-out of the Gruyere open pit depth extension (A\$5 million)</li> <li>Exploration – Continued drilling activities in the Yamarna region (A\$5 million)</li> <li>General working capital, corporate expenditure and transaction costs (A\$14 million)</li> </ul> </li> </ul>
<b>Cornerstone Investors and Retail Underwriting</b>	<ul style="list-style-type: none"> <li>Three new high quality North American institutional investors have entered into binding agreements to subscribe for A\$20 million of funds raised as part of the Equity Raising, further broadening and enhancing the share register of the Company</li> <li>The Retail component of the Entitlement Offer is underwritten by Macquarie Capital (Australia) Limited</li> </ul>
<b>Joint Lead Managers</b>	<ul style="list-style-type: none"> <li>Macquarie Capital (Australia) Limited and Argonaut Securities Pty Limited are Joint Lead Managers to the Equity Raising</li> </ul>

Note: Gold Road's existing A\$28.7m cash balance as at 31 March 2016 (unaudited) will be used to fund completion of the Feasibility Study, regional exploration and ongoing corporate costs and working capital. Refer to ASX announcement dated 4 June 2015

<sup>1</sup> The Theoretical Ex-Rights Price (TERP) is the theoretical price at which Gold Road shares should trade immediately after the ex-date for the Entitlement Offer. TERP is a theoretical calculation only and the actual price at which shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equate to TERP. The TERP includes New Shares to be issued under the Placement.

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# Timetable

	<b>Time/Date (AWST time unless otherwise stated)</b>
Trading halt and announcement of Equity Raising	Premarket, Wednesday, 27 April 2016
Placement and Institutional Entitlement Offer bookbuild opens	8.00am, Wednesday, 27 April 2016
Placement and Institutional Entitlement Offer bookbuild closes	Thursday, 28 April 2016
Trading halt lifted and trading resumes on an "ex-entitlement" basis and the results of the Placement and Institutional Entitlement Offer are announced	Friday, 29 April 2016
Record Date for determining Eligible Shareholders under the Entitlement Offer	7.00pm, Friday, 29 April 2016
Retail Entitlement Offer opens and Retail Offer Booklets despatched	Tuesday, 3 May 2016
Settlement of New Shares issued under the Placement and Institutional Entitlement Offer	Friday, 6 May 2016
Allotment and normal trading of New Shares issued under Placement and Institutional Entitlement Offer	Monday, 9 May 2016
Retail Entitlement Offer closes	3.00pm, Monday, 16 May 2016
Allotment of New Shares issued under the Retail Entitlement Offer	Tuesday, 24 May 2016
Despatch of holding statements and normal trading of New Shares issued under the Retail Entitlement Offer	Wednesday, 25 May 2016

Note: The above timetable is indicative and subject to variation. Gold Road and the Joint Lead Managers reserve the right to alter the timetable at their discretion and without notice, subject to ASX Listing Rules

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# Gruyere Project Update

## Gruyere Feasibility Study

- Gruyere Pre-Feasibility Study (PFS) confirms technically sound project estimated to generate in excess of A\$1 billion in undiscounted free cash flow (pre-tax) over an initial 12-year project life (at A\$1,500/oz Au)<sup>1</sup>
- Feasibility Study (FS) commenced and is on schedule for completion December 2016 quarter
- All technical aspects of the Gruyere FS are on schedule to be completed in the June 2016 quarter and will proceed with the estimation, financial evaluation, peer reviews and reporting phase of the study

## Resource Upgrade

- Gruyere Mineral Resource increased by 10% to 6.2 million ounces of gold (147.71 million tonnes at 1.30 g/t Au)
- Measured Resource of 0.53 million ounces of gold, representing approximately the first two years of production based on PFS
- Indicated Resource converted to Measured Resource with minimal variance, and with geological interpretation and mineralisation model confirmed and refined

<sup>1</sup> Refer to ASX announcement dated 8 February 2016.

# Gruyere Project Update (cont.)

## Native Title

- As previously announced, in-principle agreement on all the commercial terms of a Native Title agreement has been reached with Yilka, the registered claimant group, and Cosmo Newberry Aboriginal Corporation (CNAC)
- Gold Road, Yilka and CNAC have been working together with their respective lawyers to finalise the Native Title agreement and the agreement is expected to be signed by all parties in the June 2016 quarter

## Permitting and Approvals

- Licences and approvals are currently on track to enable gold production in 2018
- Gold Road aims to have all required licences and permits by completion of FS
- Submitted the Referral of a Proposal to the Environmental Protection Authority under Section 38 of the Environmental Protection Act 1986 for the Gruyere Project. Gold Road is waiting for the Office of the Environmental Protection Authority to determine the required level of assessment
- Mining Lease Application M38/1267 submitted in 2014, and is currently pending approval
- Gas pipeline, roads and bore fields - Miscellaneous License Applications have been lodged

## Operational Update

### Exploration Program

- 2016 Regional Exploration Program underway
- Extensional Reverse Circulation (RC) drilling at Smokebush Dolerite adds 200 metres strike (total of 1,300 metres) to mineralisation within South Yamarna Joint Venture (SYJV)
- RC drilling completed at Smokebush, Yaffler prospects and in progress at Toppin Hill prospect within SYJV
- RC and early diamond drilling completed on multiple Wanderrie Supergroup Anomaly targets (North Yamarna)
- Several small Aircore programmes drilled at MCS prospect and Dorothy Hills Camp Scale Target (North Yamarna)

### South Yamarna JV

- Subsequent to the end of the March 2016 quarter, Gold Road announced that Sumitomo Metal Mining Oceania Pty Limited (Sumitomo), a subsidiary of Sumitomo Metal Mining Co. Ltd, had increased its interest in the SYJV to 50%
- Under the terms of the Joint Venture Agreement signed between Gold Road and Sumitomo in May 2013, Sumitomo was required to contribute A\$8 million to exploration on the South Yamarna tenements by the end of 2016 to earn a 50% share in the SYJV
- Gold Road retains management of the SYJV, and assumes chairmanship of the SYJV committee

### Appointments

- During the quarter, Mr Clayton Davys commenced in the role of Acting Exploration Manager and Mr Hayden Bartrop as Legal Counsel. In addition, the Gruyere Project Owner's Team engaged an Engineering Manager, Contracts and Procurement Manager and Project Controls Manager
- Ms Sharon Warburton has been appointed as an Independent Non-executive Director to the Board of Gold Road and will act as Chair of Gold Road's Audit and Risk Committee with effect from 9 May 2016
- Mr Russell Davis, Gold Road's longest standing director, will step down as a Non-executive Director of Gold Road effective 30 June 2016

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## Funding Update

- In parallel with the FS, Gold Road has continued to explore various funding mechanisms and structures for the Gruyere Project construction and development, together with early funding options should Gold Road elect to pursue long lead time capital assets
- Following a review of interim funding options, including debt, equity and mezzanine funding to meet early upfront deposit commitments that may be required on long lead time capital assets as well as FEED for the Gruyere Project, Gold Road has decided to proceed with the announced Equity Raising
- Gold Road is still considering additional funding options for the Gruyere Project, including:
  - Traditional debt and equity structures - preliminary discussions have been held with a number of local and international banking groups with a view to developing a short list of preferred banks as we move toward securing Project funding
  - Potential Gruyere joint venture project interest with a small number of selected international and domestic mining companies. To date, Gold Road has received a number of indicative, incomplete and non-binding proposals. Gold Road has not made any decision in relation to these proposals and will consider them in the context of Gold Road's various funding options
- The objective is to maximise the possible funding options for the Gruyere Project. Decisions on the additional funding will be made once Gold Road has had the opportunity to adequately assess the merits of each funding option and determine the appropriate funding structure

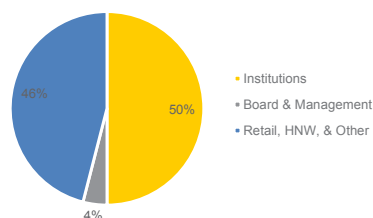
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# Corporate Summary

## 24 month share price performance



## Shareholders



### Substantial Shareholders:

- RCF ~10%
- Platypus ~8%
- Van Eck ~6%

### Research:

- Argonaut
- Macquarie
- Petra Capital
- Bell Potter
- RBC
- Baillieu Holst
- Eagle Research

## Directors & Management

Ian Murray  
Justin Osborne  
Russell Davis  
Tim Netscher  
Martin Pyle  
Sharon Warburton

Executive Chairman  
Executive Director  
Non-exec Director (Retiring June 2016)<sup>1</sup>  
Non-exec Director  
Non-exec Director  
Non-exec Director (Effective 9 May 2016)<sup>1</sup>

Kevin Hart  
Sim Lau  
Wayne Foote  
Sharon Goddard  
Gordon Murray  
Clayton Davys  
Natalie Lund  
Hayden Bartrop

Company Secretary  
Development Manager  
GM - Operations  
GM - Corporate  
Operational Readiness Manager  
Exploration Manager  
Financial Controller  
Legal Counsel

## Capital Structure

	Current	Pro Forma <sup>4</sup>
Issued Shares	700M <sup>2</sup>	868M
Performance Rights	5.2M <sup>2</sup>	5.2M
Unlisted Options	4.6M <sup>2</sup>	4.6M
Market Cap	A\$322M <sup>2</sup>	A\$396M <sup>2</sup>
Cash	A\$29M <sup>3</sup>	A\$103M <sup>3</sup>

<sup>1</sup> Refer to ASX announcement dated 18 April 2016.

<sup>2</sup> As at 26 April 2016, based on last close price of A\$0.46 per share.

<sup>3</sup> As at 31 March 2016 (unaudited).

<sup>4</sup> Pro forma for the Equity Raising, excluding transaction costs.

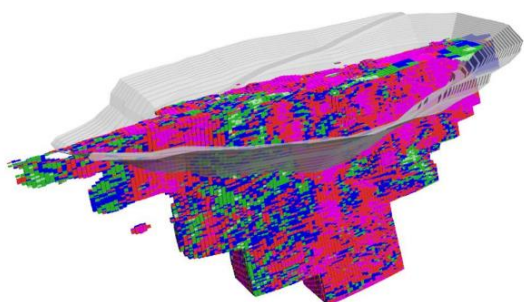
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# A Unique Global Investment Proposition

## 12 Year Gold Project and World Class Greenfields Exploration Project

### Gruyere Gold Project – Long Life, Low Cost

- 12 year project life averaging 265,000 ounces per year<sup>1</sup>
- LOM AISC of A\$960 (US\$700<sup>2</sup>) per ounce<sup>1</sup>
- Upside potential - value engineering & depth extension



**Maiden Ore Reserve of 3.2 Moz Gold announced only 28 months after discovery**

<sup>1</sup> Refer to ASX announcement dated 8 February 2016. Production is 11 years. The average annual production was calculated based on 11 years of production.

<sup>2</sup> A\$:US\$ exchange rate US\$0.73:A\$1.00.

<sup>3</sup> Includes ~A\$5m use of proceeds designated for exploration.

### Yamarna Belt – A New Gold District

- ~5,000 km<sup>2</sup> tenement holding in prolific Yilgarn Craton
- Highly prospective and under-explored
- Multiple Camps, Advanced Targets, and Resources

**A\$12 million exploration budget for the remainder of 2016<sup>3</sup>**



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# Who is Gold Road Resources?

## Our Assets

- ~5,000km<sup>2</sup> prospective exploration tenements on the Yamarna Greenstone Belt
- 50:50 exploration JV with Sumitomo over South Yamarna project
- JORC Resources of >6.6 Moz Au<sup>1</sup> ..... across four deposits and growing
- Maiden JORC Ore Reserve of 3.17 Moz Au<sup>2</sup>
- PFS demonstrates 12 year project life for Gruyere Gold Project

## Our Strategy

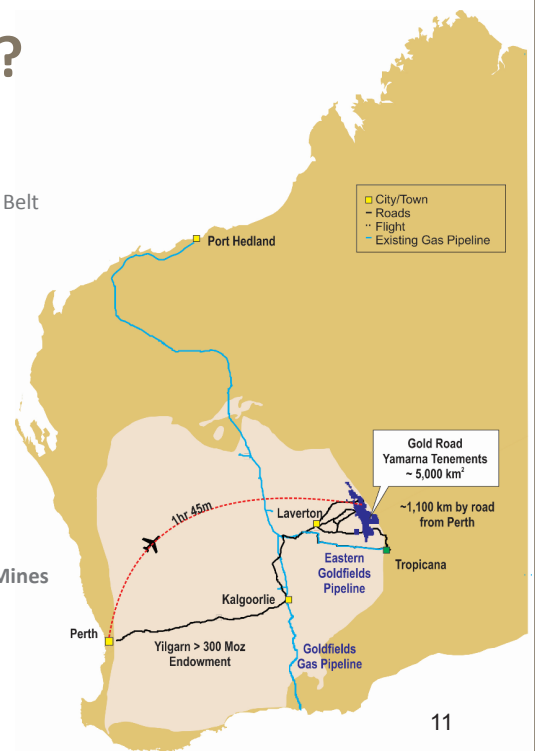
- “Unlocking the Potential of the Yamarna Greenstone Belt”
- Focus on our strength as a **quality exploration company**
- **Discover World Class Deposits and Develop Large-Scale Standalone Gold Mines**
- Target World Class Deposits **>10 year life at <A\$1,000 AIC<sup>3</sup>** (<US\$730<sup>4</sup>)

<sup>1</sup> Refer to Appendix 2.

<sup>2</sup> Refer to Appendix 3.

<sup>3</sup> AIC (All In Cost) = AISC (All In Sustaining Cost) + Depreciation (of Development Capital).

<sup>4</sup> Exchange Rate US\$0.73:A\$1.00.

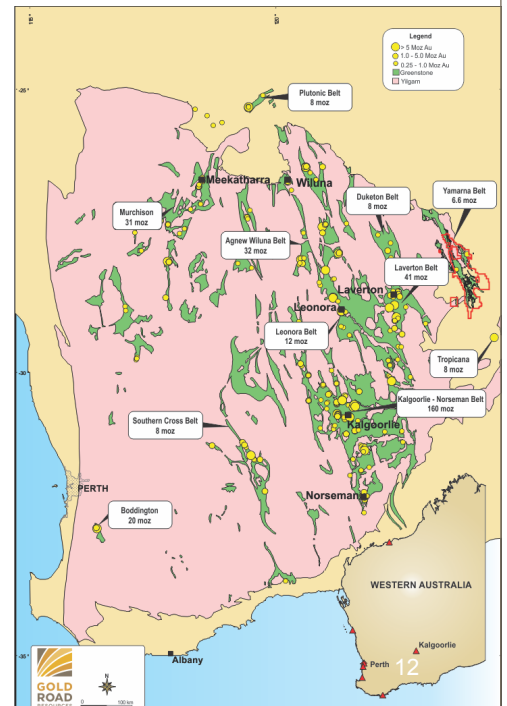


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# The Yamarna Greenstone Belt

## Our Major Asset – Well Endowed, Under Explored

- ~5,000km<sup>2</sup> tenement position over the Yamarna Belt
- 90% under cover – historically underexplored
- Modern gold exploration only over last 10 years
- 10 Camp Scale Targets identified in H1 2013
- Target testing commenced H2 2013
- Discovered Gruyere (6.2Moz) with first test in Oct’ 2013
- 200km strike North to South = Norseman to Paddington
- Geology of the belt similar to Kalgoorlie Belt (>160Moz)



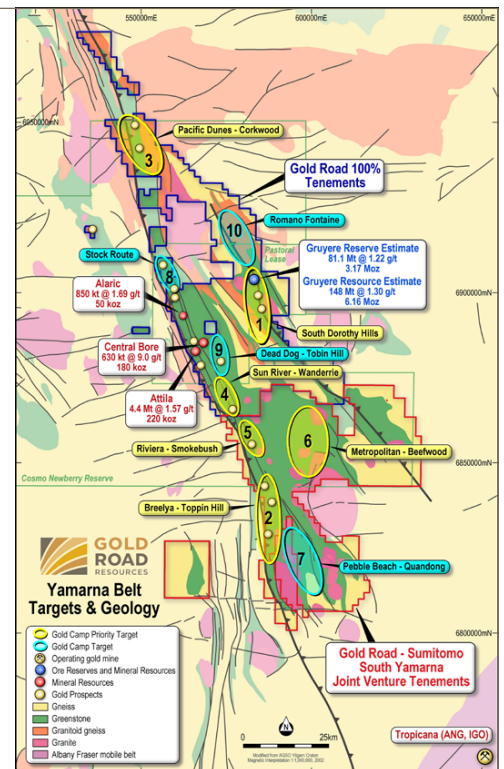
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# Unlocking The Potential

## Making Discoveries on Camp Scale Targets

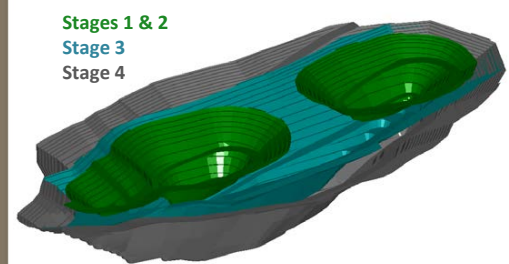
- Camps are identified as most prospective areas
- Exploration focus is on Camp Scale Targets
- Maximise chance of World Class discovery success
- Maintain discipline to ensure focus
- All camps tested have intersected gold mineralisation
- Gruyere Deposit is a World Class gold discovery
- Gold Road believes that Yamarna is a World Class District



## Gruyere PFS Highlights<sup>1</sup>

### Australia's next large-scale gold mine

- 3.17 Moz of gold in Maiden Ore Reserve<sup>2</sup>
- 12 year project life producing 265,000 oz Au per year<sup>1</sup>
- LOM AISC A\$960/oz<sup>1</sup> (US\$700/oz<sup>3</sup>)
- Capital cost of A\$455M<sup>4</sup> (US\$335M<sup>3</sup>)
- Project payback in 42 months (32% of LOM)<sup>1</sup>
- Targeting Gold Production in Q4 2018
- Significant potential to further improve project returns
- Ideal time to develop new Australian gold projects



Gruyere PFS Final Open Pit  
Showing 4-Stage Pit Design Shells

<sup>1</sup> Refer to ASX announcement dated 8 February 2016. Production is 11 years. The average annual production was calculated based on 11 years of production.

<sup>2</sup> Refer to Appendix 3.

<sup>3</sup> Exchange Rate US\$0.73:A\$1.00.

<sup>4</sup> Capital Estimate is as at Q3 2015, and accuracy level is -15% to +25%.

## PFS Project Capital & Financials<sup>1</sup>

Capital Expenditure Cost Area	A\$M
<b>Direct Costs</b>	
Process Plant and TSF	180
Site Preparation and Infrastructure	89
Mine Development and Infrastructure	33
Equipment	13
<b>Subtotal Direct</b>	<b>315</b>
<b>Indirect Costs</b>	
Engineering and Contractor's Indirect costs	80
Owner's Costs	25
<b>Subtotal Indirect</b>	<b>105</b>
Contingency	35
<b>Total (Real) Capital Cost<sup>2</sup></b>	<b>455</b>
Escalation to 2018	15

Financial Parameter	Units	PFS (A\$1,500/oz)	US\$ <sup>3</sup> (US\$1,095/oz)
<b>Gold Produced</b>	<b>koz</b>	<b>2,917</b>	
Gross Revenue	A\$M	4,375	3,195
Free Cash flow – Pre Tax	A\$M	1,085	795
Free Cash flow – Post Tax	A\$M	770	565
<b>C1 Cash Costs</b>	<b>A\$/oz</b>	<b>855</b>	<b>625</b>
C2 Cash Costs	A\$/oz	1,060	774
C3 Cash Costs	A\$/oz	1,110	810
<b>All in Sustaining Costs (AISC)</b>	<b>A\$/oz</b>	<b>960</b>	<b>700</b>
<b>All in Costs (AIC)</b>	<b>A\$/oz</b>	<b>1,115</b>	<b>815</b>
<b>Development Capital Cost</b>	<b>A\$M</b>	<b>455<sup>2</sup></b>	<b>335</b>
Development Capital Cost per ounce (Dev. Capex / Gold Produced)	A\$/oz	157	115
<b>Payback Period (months)</b>	<b>Months</b>	<b>42</b>	
Payback Period	% of LOM	32	
Project LOM Costs	A\$M	3,260	2,380

<sup>1</sup> Refer to ASX announcement dated 8 February 2016.

<sup>2</sup> Capital Estimate is as at Q3 2015, and accuracy level is -15% to +25%.

<sup>3</sup> Exchange rate US\$0.73:A\$1.00.

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## PFS Gold Production & Grade Profile

### Annual Gold Production – Gruyere PFS<sup>1</sup> Average annual production of 265,000 ounces for 11 years

- Throughput rate varies on material type
- Increased early throughput – weathered zones
- Increased grade in early years from Stage 2 Pit
- Stockpile lower grade in years 1 to 2
- Feed low grade stocks in years 3 and 11
- Further value can be added through FS
  - Scheduling
  - Staging
  - Pit slope revision
  - Grind size trade-off
  - Power cost
- Review inclusion of Central Bore and Attila in LOM



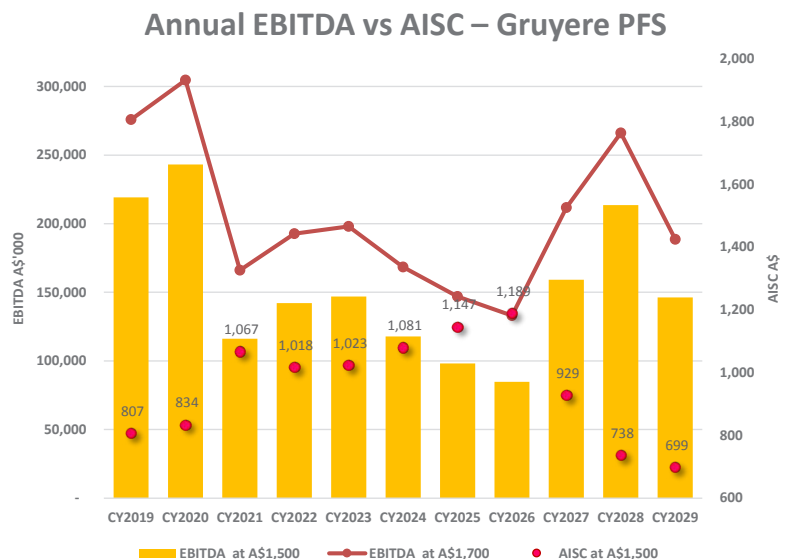
Note: Refer to Slide 2 for a disclaimer pertaining to the inclusion of forward-looking statements

<sup>1</sup> Refer to ASX announcement dated 8 February 2016.

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## PFS Financial Performance<sup>1</sup>

- <A\$850/oz (US\$620)<sup>2</sup> AISC years 1 to 2
- Project highly leveraged to gold price
  - ~A\$460M EBITDA years 1 to 2 at A\$1,500/oz
  - ~A\$580M EBITDA years 1 to 2 at A\$1,700/oz
- Projected lowest quartile producer
- **Rapid project payback**
  - 42 month payback at A\$1,500/oz
  - 27 month payback at A\$1,700/oz



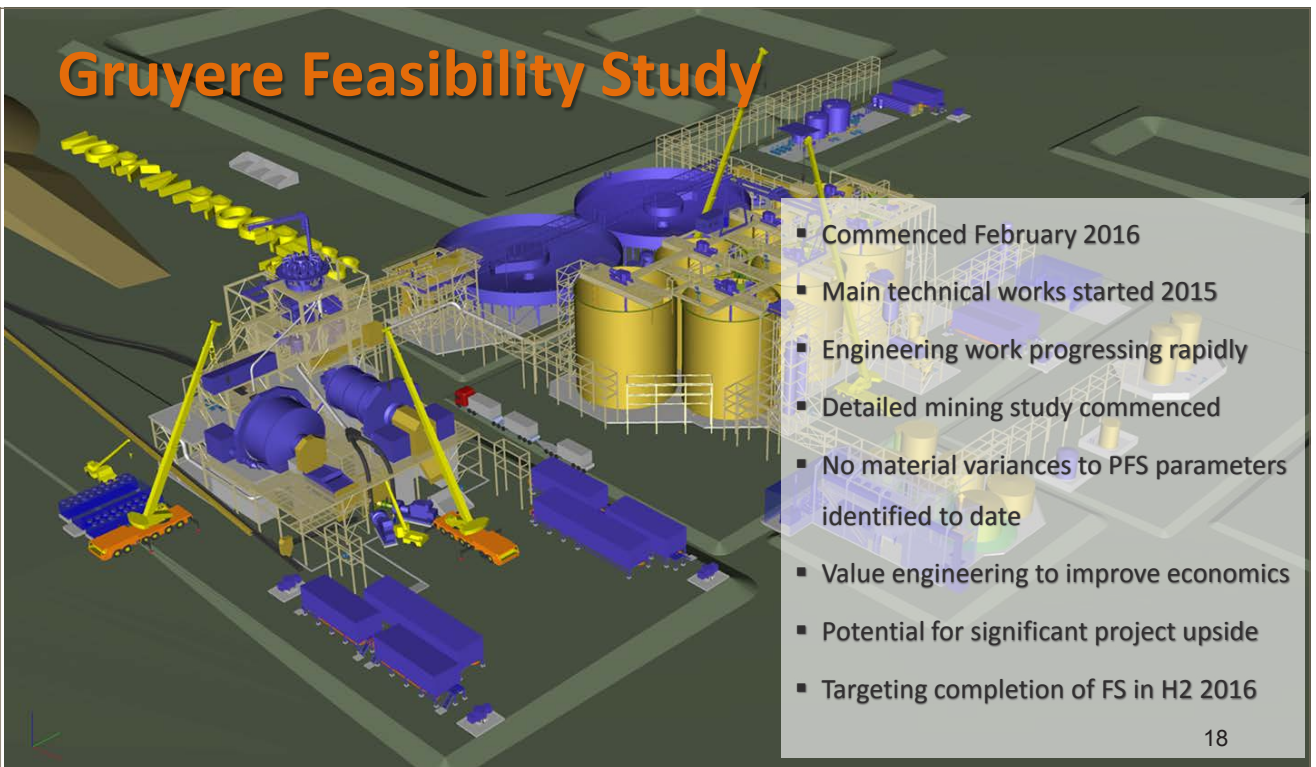
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<sup>1</sup> Refer to ASX announcement dated 8 February 2016.

<sup>2</sup> Exchange rate US\$0.73:A\$1.00.

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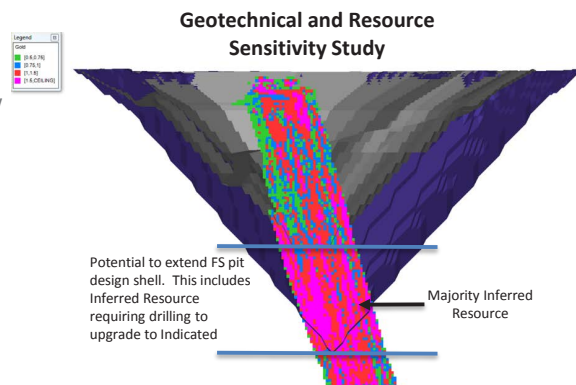
## Gruyere Feasibility Study



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## Mine Planning & Project Upside

- Project upside economics sensitive to pit slopes
  - 1° steeper slope angle equates to A\$50M undiscounted cash flow improvement
- Conservative PFS geotechnical parameters
- 3,000 metres geotechnical drilling complete
- FS Geotechnical Study near complete
- FS Pit optimisations to include Inferred Resource
  - Potential to drive deeper pit for longer mine life
  - Potential to increase current 3.2 Moz Ore Reserve
  - May require additional drilling to upgrade Inferred Resource












Sensitivity analysis of pit slope angles and upside input parameters. PFS pit shell in grey (no Inferred); with upside steeper parameter pit shell in purple (including Inferred Resource, and upside cost inputs).

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## Gruyere Development Project – Current Schedule

Commenced Feasibility Study – targeting gold production in 2018

	H1 2015	H2 2015	H1 2016	H2 2016	H1 2017	H2 2017	H1 2018	H2 2018
Scoping Study		5Mtpa CIL; Diesel fired power; 11 year LOM <sup>1</sup> → Progress to PFS						
Pre-feasibility Options			7.5Mtpa SABC CIL; Gas fired power; 10-15 year LOM <sup>2</sup> → Chosen option for PFS					
Pre-feasibility Study				Positive PFS <sup>3</sup> → Progress to FS				<div>Handover to operations</div>
Feasibility Study						Positive FS → Seek Funding		
Funding and FEED						Funding secured		
Construction	FS Technical work commenced		Commence Construction					
Operations					Commence Mining			

★ Major planned decision points and milestones based on best case schedule

<sup>1</sup> Gruyere Scoping Study - ASX announcement dated 27 January 2015.

<sup>2</sup> Gruyere PFS Options Study - ASX announcement dated 3 August 2015.

<sup>3</sup> Gruyere PFS - ASX announcement dated 8 February 2016.

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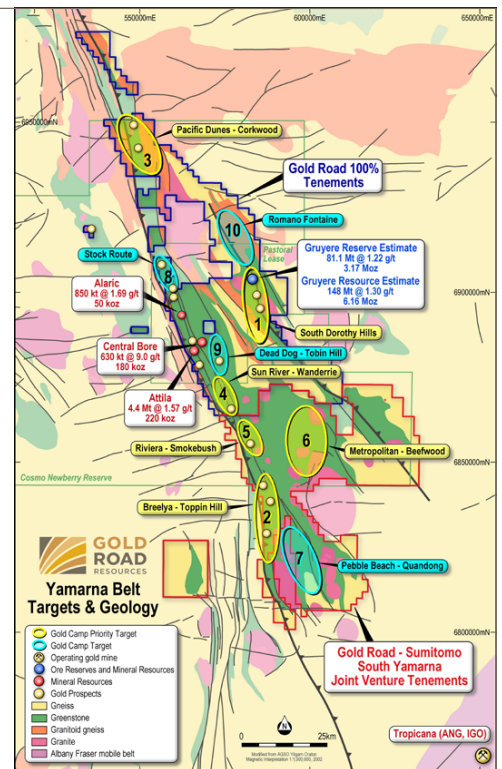




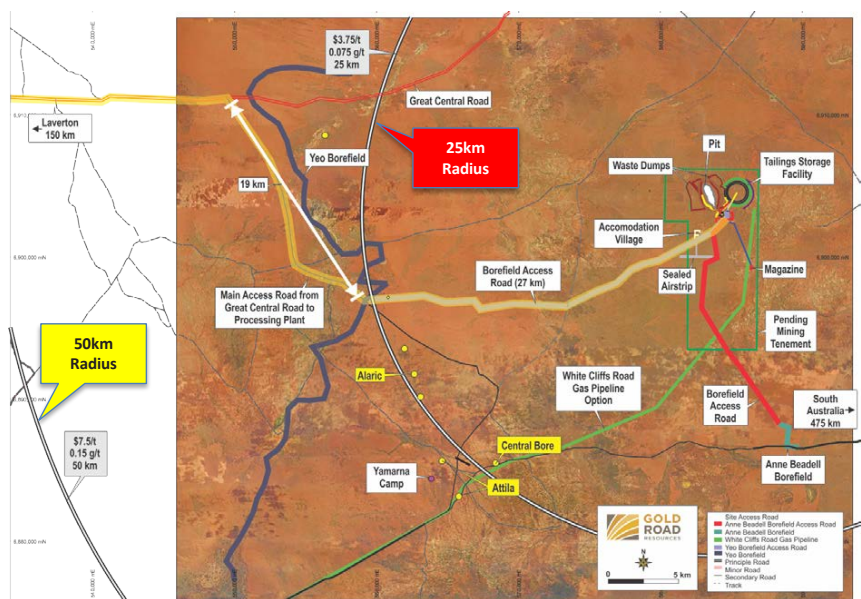
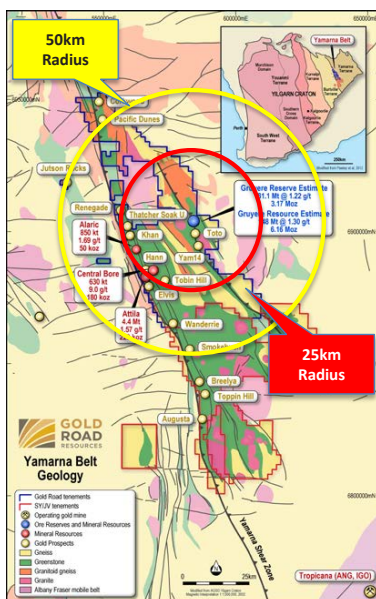
# Exploration 2016

## Focus on Discovery and Growth

- Maintain focus on quality Camp Scale Targets
- Dorothy Hills (#1)
  - Gruyere growth potential
  - Target discoveries to support Gruyere Project
- North Yamarna Regional (#3 & 4)
  - Testing Camp Scale Targets
  - Stand alone projects or higher margin material for Gruyere
- South Yamarna Regional (#2 & 5)
  - Follow-up Smokebush Dolerite and Toppin Hill discoveries
  - Follow up on extensive reconnaissance drilling anomalies
  - Aircore testing over RAB Interface Anomalies



## Standalone Discoveries vs Gruyere Mill feed



## Appendix 1: Competent Person Statement

The information in this report which relates to Exploration Results is based on information compiled by Mr Justin Osborne. The information in this report that relates to the Mineral Resource Estimation for Gruyere is based on information compiled by Mr Justin Osborne, Executive Director for Gold Road and Mr John Donaldson, Principal Resource Geologist for Gold Road. Mr Osborne is an employee of Gold Road, as well as a shareholder and share option holder, and is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM 209333). Mr Donaldson is an employee of Gold Road as well as a shareholder, and is a Member of the Australian Institute of Geoscientists and a Registered Professional Geoscientist (MAIG RPGeo Mining 10147). Messrs Osborne and Donaldson have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Messrs Osborne and Donaldson consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

The information in this report that relates to the Mineral Resource Estimation for the Attila Trend is based on information compiled by Mr Justin Osborne, Executive Director for Gold Road, Mr John Donaldson, Principal Resource Geologist for Gold Road and Mrs Jane Levett, Senior Resource Geologist for Gold Road. Mr Osborne is an employee of Gold Road, as well as a shareholder and share option holder, and is a Fellow of the Australasian Institute of Mining and Metallurgy (FAusIMM 209333). Mr Donaldson is an employee of Gold Road as well as a shareholder, and is a Member of the Australian Institute of Geoscientists and a Registered Professional Geoscientist (MAIG RPGeo Mining 10147). Mrs Levett is a part time employee of Gold Road, and is a Member of the Australasian Institute of Mining and Metallurgy and a Chartered Professional (MAusIMM CP 112232). Messrs Osborne and Donaldson and Mrs Levett have sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity being undertaken to qualify as Competent Persons as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Messrs Osborne and Donaldson and Mrs Levett consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

The information in this report that relates to the Mineral Resource Estimation for Central Bore is based on geostatistical modelling by Ravensgate using sample information and geological interpretation supplied by Gold Road. The Mineral Resource estimates were undertaken by Mr Craig Harvey, previously Principal Consultant at Ravensgate and Mr Neal Leggo, Principal Consultant at Ravensgate. Messrs Harvey and Leggo are both Members of the Australian Institute of Geoscientists. Messrs Harvey and Leggo have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves." Messrs Harvey and Leggo consent to the inclusion in the report of the matters based on this information in the form and context in which it appears.

The information in this report that relates to Ore Reserves is based on information compiled by Mr David Varcoe of AMC Consultants, a competent person who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Varcoe has sufficient experience that is relevant to the style of mineralisation and type of deposits under consideration and to the activity currently being undertaken to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Varcoe consents to the inclusion in this announcement of the matters based on his information in the form and context in which it appears.

The Company confirms that it is not aware of any new information or data that materially affects the information included in the original market announcements and, in the case of estimates of Mineral Resources and Ore Reserves that all material assumptions and technical parameters underpinning the estimates in the relevant market announcements continue to apply and have not materially changed. The Company confirms that the form and context in which the Competent Person's findings are presented have not materially changed from the original market announcement.

## Appendix 2: Mineral Resource Table

Project Name	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)
<b>Gruyere<sup>1</sup> (2016) (0.5 g/t)</b>	<b>147.71</b>	<b>1.30</b>	<b>6.16</b>
Measured	13.86	1.18	0.53
Indicated	91.12	1.29	3.79
Inferred	42.73	1.35	1.85
<b>Central Bore<sup>2</sup> (2013) (1.0 g/t)</b>	<b>0.63</b>	<b>9.0</b>	<b>0.18</b>
Measured	0.04	26.5	0.04
Indicated	0.40	9.0	0.12
Inferred	0.19	5.0	0.03
<b>Attila Trend<sup>3</sup> (2015) (0.7 g/t)</b>	<b>5.30</b>	<b>1.59</b>	<b>0.27</b>
Measured	0.66	1.96	0.04
Indicated	3.85	1.52	0.19
Inferred	0.79	1.59	0.04
<b>Total Mineral Resource</b>	<b>153.64</b>	<b>1.34</b>	<b>6.61</b>

### NOTES:

1. Gruyere Mineral Resource reported to JORC 2012 standards, at 0.5 g/t Au cut-off (refer ASX announcement dated 22 April 2016).
2. Attila Trend Mineral Resource (including Attila South and Alaric 3) reported to JORC 2012 standards, at 0.7 g/t Au cut-off (refer ASX announcement dated 16 September 2015).
3. Central Bore Mineral Resource reported to JORC 2012 standards, at 1.0 g/t Au cut-off (refer Annual Report dated 15 October 2014).

All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding.

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## Appendix 3: Gruyere Ore Reserve Table

Ore Reserve Category	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)
Proved	1.6	1.32	0.07
Probable	79.6	1.21	3.11
<b>Total Ore Reserve</b>	<b>81.1</b>	<b>1.22</b>	<b>3.17</b>

### NOTES:

1. The Ore Reserve conforms with and uses JORC 2012 definitions (refer to ASX announcement dated 8 February 2016)
2. The Ore Reserve is evaluated using a gold price of A\$1,400/oz (US\$1,022/oz @ US\$0.73:A\$1.00)
3. The Ore Reserve is evaluated using an average cut-off grade of 0.5 g/t Au
4. Ore block dilution averages 4.3%, Ore block ore loss is estimated at 3.4%
5. All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding

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## Appendix 4: Key Risks

There are a number of risks, both specific to the Company and of a general nature, which may, either individually or in combination, affect the future operational and financial performance of the Company and the mining industry in which it operates, and the value of its shares. The Company has implemented appropriate strategies, actions, systems and safeguards for known risks; however, some are outside its control. The Directors consider that the following summary, which is not exhaustive, represents some of the major risk factors which you need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company.

You should carefully consider the following factors in addition to the other information presented in this offer.

The specific risks include, but are not limited to, the following:

### **Gold Price Fluctuation**

Gold Road's future profitability depends upon the world market price of gold. If the market price for gold falls below Gold Road's future production costs and remain at such levels for any sustained period of time, it may not be economically feasible to commence production. Future production, if any, from Gold Road's mineral properties will be dependent upon the price of gold being adequate to make these properties economic.

### **Ore Reserve and Mineral Resource Estimates**

Ore Reserve and Mineral Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. By their very nature, Ore Reserve and Mineral Resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As the Company obtains new information through additional drilling and analysis, Ore Reserve and Mineral Resource estimates are likely to change. This may result in alterations to the Company's exploration, development and production plans which may, in turn, positively or negatively affect the Company's operations and financial position.

Mineral Resources are not Ore Reserves, they do not have demonstrated economic viability and there is no certainty that they can be upgraded to Ore Reserves. Mineral Resource and Ore Reserve maybe adversely affected by a number of factors, including unanticipated or challenging mining conditions and operational risks listed below.

### **Title, Tenure, Access and approvals**

Interests in tenements in Western Australia are governed by legislation and are evidenced by the granting of leases and licences by the State. The Company is subject to the Mining Act 1978 (WA) and the Company has an obligation to meet conditions that apply to the tenements, including the payment of rent and prescribed annual expenditure commitments. The tenements held by the Company are subject to annual review and periodic renewal.

There are no guarantees that the tenements that are subject to renewal will be renewed or that any applications for exemption from minimum expenditure conditions will be granted, each of which would adversely affect the standing of a tenement. A number of the tenements may be subject to additional conditions, penalties, objections or forfeiture applications in the future. Alternatively, applications, transfers, conversions or renewals may be refused or may not be approved with favourable terms. Any of these events could have a materially adverse effect on the Company's prospects and the value of its assets.

The Company currently holds all material authorisations required to undertake its exploration programs. However, many of the mineral rights and interests held by the Company are subject to the need for ongoing or new Government approvals, licences and permits as the scope of the Company's operations change. The granting and renewal of such approvals, licences and permits are, as a practical matter, subject to the discretion of applicable Government agencies or officials.



## Appendix 4: Key Risks

As the Company pursues development of the Gruyere Project, it will, among other things, require various approvals, permits and licences before it will be able to mine the deposit, and need to satisfy certain environmental approval processes. There is no guarantee that that Company will be able to obtain, or obtain in a timely fashion, all required approvals, licences or permits or satisfy all environmental approval processes. To the extent that required authorisations are not obtained or are delayed, the Company's operations may be significantly impacted.

### Exploration and development risks

The business of mining and exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. Gold Road's ability to commence production of gold in the future will depend in a significant respect on:

- the success of its exploration program and its ability to expand its resources and reserves; and
- the economic returns and the costs of developing the Gruyere Project and other projects.

The purchase of long lead time capital items, early works and FEED for the Gruyere Project together with exploration and costs of the Company described in the "Use of Funds" are based on certain assumptions with respect to the method and timing of the Gruyere Project development and exploration. By their nature, these estimates and assumptions are subject to significant uncertainties and, accordingly, the actual costs may materially differ from these estimates and assumptions. Accordingly, no assurance can be given that the cost estimates and the underlying assumptions will be realised in practice, which may materially and adversely affect the Company's development program for Gruyere and exploration. Although the "Use of Funds" detailed in this presentation sets out the Company's current intentions, the actual Gruyere Project development timelines and expenditure together with planned exploration work to be undertaken will depend on many factors. As such, actual expenditure may differ from the budgeted expenditure presented.

### Operational Risks

The Company's development and exploration activities will be subject to numerous operational risks, many of which are beyond the Company's control. The Company's operations may be curtailed, delayed or cancelled as a result of factors such as adverse weather conditions, mechanical difficulties, shortages in or increases in the costs of consumables, spare parts, plant and equipment, external services failure (including energy and water supply), industrial disputes and action, difficulties in commissioning and operating plant and equipment, IT system failures, mechanical failure or plant breakdown, and compliance with governmental requirements. Hazards incidental to the development and exploration of mineral properties such as unusual or unexpected geological formations may be encountered by the Company. Industrial and environmental accidents could lead to substantial claims against the Company for injury or loss of life, and damage or destruction to property, as well as regulatory investigations, clean up responsibilities, penalties and the suspension of operations.

The Company will endeavour to take appropriate action to mitigate these operational risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures) or to insure against them, but the occurrence of any one or a combination of these events may have a material adverse effect on the Company's performance and the value of its assets.

## Appendix 4: Key Risks

### Regulatory Risk

The Company's exploration and any future development activities are subject to extensive laws and regulations relating to numerous matters, including: resource licence consent, protection of the environment and rehabilitation, taxation, employee relations, health and worker safety, waste disposal, native title and heritage matters and other matters.

The Company requires permits from regulatory authorities to authorise the Company's operations. These permits relate to exploration, development, production and rehabilitation activities. Obtaining necessary permits can be a time consuming process and there is a risk that Company will not obtain these permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could materially delay or restrict the Company from proceeding with the development of a project or the operation or further development of a mine. Any failure to comply with applicable laws and regulations or permits, even if inadvertent, could result in material fines, penalties or other liabilities. In extreme cases, failure could result in suspension of the Company's activities or forfeiture of one or more of the tenements.

### Royalties

Each gold mining project operated by the Company will be subject to Western Australian royalties. If State royalties rise, the profitability and commercial viability of the Company's projects may be negatively impacted.

### Native Title and aboriginal heritage

The Native Title Act 1993 (Cth) recognises certain rights of indigenous Australians over land where those rights have not been extinguished. In relation to the tenements in which the Company has an interest, or will in the future acquire such an interest, there may be areas over which legitimate common law native title rights of indigenous Australians exist. If native title rights do exist, the ability of the Company to gain access to those tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be affected.

The Company's current exploration and development activities are subject to industry standard heritage agreements and the extent and timing of programs is subject to compliance with these agreements. The Company has reached in-principle agreement on the commercial terms of a native title agreement with Yilka, the registered claimant group, and Cosmo Newberry Aboriginal Corporation (CNAC) and the agreement is expected to be signed by all parties in the June 2016 quarter.

### Dependence on external contractors

The Company intends to outsource substantial parts of its development, and to a lesser extent exploration, activities pursuant to services contracts with third party contractors. Such contractors may not be available to perform services for the Company, when required, or may only be willing to do so on terms that are not acceptable to the Company. Once in contract, performance may be constrained or hampered by labour disputes, plant, equipment and staff shortages, and default. Contractors may not comply with provisions in respect of quality, safety, environmental compliance and timeliness, which may be difficult to control. In the event that a contractor underperforms or is terminated, the Company may not be able to find a suitable replacement on satisfactory terms within time or at all. These circumstances could have a material adverse effect on the Company's operations and give rise to claims against the Company.

### Laws, government relations and policy

The Company and its mining operations are subject to a wide range of laws and government regulations and policies applying in Australia, with respect to matters such as land use, employee health and safety, rehabilitation of mining properties, environmental damage and pollution and payments to government officials. There have been, are, and may in the future be, enquiries or investigations in relation to possible breaches of relevant legal and/or government regulatory/policy requirements in connection with the Company's activities.

## Appendix 4: Key Risks

Any failure by the Company, its Directors, agents or contractors to comply with the relevant legal and regulatory/policy requirements as they apply now or in the future could result in civil and/or criminal action against the Company and/or its Directors which could result in fines, sanctions, penalties, other pecuniary loss or the loss of, or failure to obtain, licences or permits necessary to conduct or expand the Company's operations or other adverse consequences including damage to reputation (which could also occur if any offending conduct is alleged even if not proved), and this could have a material adverse effect on the Company's operational or financial performance or position.

### Financing considerations

Gold Road's continued ability to operate its business and effectively implement its business plan over time will depend in part on its ability to raise additional funds for future operations and to repay or refinance debts as they fall due. The Company will require additional financial resources to continue funding the future development, of the Gruyere Project and any other projects. It is difficult to predict the level of funding that may be required with any accuracy at this time. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms acceptable to the Company or its Shareholders.

If additional funds are raised through the issue of equity securities, the capital raising may be dilutive to Shareholders and such securities may, subject to requisite Shareholder approval, have rights, preferences or privileges

senior to those of the holders of the Company's Shares then on issue. Debt finance, if available on terms acceptable to the Company, may involve restrictions on financing and operating activities. If sufficient funds are not available from either debt or equity markets to satisfy the Company's short, medium or long-term capital requirements, when required, the Company may be required to limit the scope of its anticipated operations, which could adversely impact on its business, financial condition and value of its Shares.

### Environmental risks

The Company's exploration and operational programs will, in general, be subject to approval by governmental authorities. Development of any of the Company's projects will be dependent on the project meeting environmental guidelines and, where required, being approved by governmental authorities. As with most mineral development and exploration projects, the Company's activities are expected to have an impact on the surrounding environment, particularly if mine development proceeds. It is the Company's intention to conduct its activities to the highest environmental standard, including compliance with the relevant environmental laws. Nevertheless, there are certain risks inherent in the Company's activities which could subject the Company to extensive liability.

Further, the Company will require approval from relevant authorities before it can undertake activities that are likely to impact the environment. Failure to obtain such approvals on a timely basis could prevent the Company from undertaking its desired activities. The cost and complexity in complying with the applicable environmental laws and regulations may affect the viability of potential developments of the Company's projects, and consequently the value of those projects.

### Reliance on key personnel and need to attract qualified staff

The Company is dependent on its management and technical personnel, the loss of whose services could materially and adversely affect the Company and impede the achievement of its business objectives, or retention of qualified personnel. Whilst the Board has sought to and will continue to ensure that executive directors and any key employees are appropriately incentivised, their services cannot be guaranteed. Although the executive directors, Mr Ian Murray and Mr Justin Osborne are both retained under executive services agreements there can be no assurance that their respective services will continue to be available to the Company on an indefinite basis. The loss of the executive directors' services to the Company may have an adverse effect on the performance of the Company pending replacements being identified and retained by or appointed to the Board of the Company.

As the Company grows, it will need to employ and retain appropriately motivated, skilled and experienced staff. Difficulties in attracting and retaining such staff may have an adverse effect on the performance of the Company. There can be no assurance that the Company will be able to attract sufficiently qualified personnel on a timely basis or retain its key management personnel.

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## Appendix 4: Key Risks

### **Reliance on key personnel and need to attract qualified staff**

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### **General risks Economic**

General economic conditions, movements in interest and inflation rates and the currency exchange rates, such as the USD and AUD denominated gold prices, may have an adverse effect on the Company's development, exploration and production activities, as well as on its ability to fund those activities.

### **Market conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates and inflation rates;
- changes in investor sentiment toward particular market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

### **Insurance Risk**

The Company intends to insure its operations in accordance with industry practice. However, in certain circumstances, the Company's insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company. Insurance against all risks associated with mining exploration and production is not always available and where available the costs can be prohibitive..

### **Litigation and disputes**

The Company, like many companies in the mining industry, is subject to legal claims in the ordinary course of its corporate and operational activities, with and without merit. Defence and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation and dispute resolution process, there can be no assurance that the resolution of any particular legal proceeding or dispute will not have an adverse effect on the Company's future cash flow, results of operations or financial condition.

## Appendix 4: Key Risks

### General risks associated with mining

When compared with many industrial and commercial operations, mining and mineral processing projects are relatively high risk. This is particularly so where new technologies are employed. Each orebody is unique. The nature of mineralisation, the occurrence and grade of the ore, as well as its behaviour during mining and processing can never be wholly predicted. Estimations of the tonnes, grade and overall mineral content of a deposit are not precise calculations but are based on interpretation and samples from drilling, which, even at close drill hole spacing, represent a very small sample of the entire orebody.

### Occupational Health and Safety

Workplace accidents may occur for various reasons, including as a result of non-compliance with safety rules and regulations. The Company may be liable for personnel injuries or fatalities that occur to the Company's employees or other persons under applicable occupational health and safety laws. If the Company is liable under such laws, in whole or part, the Company may be liable for significant penalties. The Company may also be liable for compensation which may materially and adversely affect the Company's financial position and profitability.

### Liquidity and Realisation Risk

There can be no guarantee that an active market in the Shares will develop or continue, or that the market price of the Shares will increase. If a market does not develop or is not sustained, it may be difficult for investors to sell their Shares, as there may be relative few, if any, potential buyers or sellers of the Shares on ASX at any time. Volatility in the market price for Shares may result in Shareholders receiving a price for their Shares that is less or more than the Offer Price.

### Investment Speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future

materially affect the financial performance of the Company and the value of the New Shares offered as part of the Offer. The Offer of New Shares carries no guarantee with respect to the payment of dividends, returns of capital or the market value of those New Shares. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for new shares offered under the Offer.

## Appendix 5: International Offer Restrictions

This document does not constitute an offer of new ordinary shares (“New Shares”) of the Company in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

### **Canada (British Columbia, Ontario and Quebec provinces)**

This document constitutes an offering of New Shares only in the Provinces of British Columbia, Ontario and Quebec (the “Provinces”) and to those persons to whom they may be lawfully distributed in the Provinces, and only by persons permitted to sell such New Shares. This document is not, and under no circumstances is to be construed as, an advertisement or a public offering of securities in the Provinces. This document may only be distributed in the Provinces to persons that are “accredited investors” within the meaning of NI 45-106 – Prospectus and Registration Exemptions, of the Canadian Securities Administrators.

No securities commission or similar authority in the Provinces has reviewed or in any way passed upon this document, the merits of the New Shares or the offering of New Shares and any representation to the contrary is an offence. No prospectus has been, or will be, filed in the Provinces with respect to the offering of New Shares or the resale of such securities. Any person in the Provinces lawfully participating in the offer will not receive the information, legal rights or protections that would be afforded had a prospectus been filed and receipted by the securities regulator in the applicable Province. Furthermore, any resale of the New Shares in the Provinces must be made in accordance with applicable Canadian securities laws which may require resales to be made in accordance with exemptions from dealer registration and prospectus requirements. These resale restrictions may in some circumstances apply to resales of the New Shares outside Canada and, as a result, Canadian purchasers should seek legal advice prior to any resale of the New Shares.

The Company as well as its directors and officers may be located outside Canada and, as a result, it may not be possible for purchasers to effect service of process within Canada upon the Company or its directors or officers. All or a substantial portion of the assets of the Company and such persons may be located outside Canada and, as a result, it may not be possible to satisfy a judgment against the Company or such persons in Canada or to enforce a judgment obtained in Canadian courts against the Company or such persons outside Canada.

Any financial information contained in this document has been prepared in accordance with Australian Accounting Standards and also comply with International Financial Reporting Standards and interpretations issued by the International Accounting Standards Board. Unless stated otherwise, all dollar amounts contained in this document are in Australian dollars.

### **Statutory rights of action for damages and rescission**

Securities legislation in certain of the Provinces may provide purchasers with, in addition to any other rights they may have at law, rights of rescission or to damages, or both, when an offering memorandum that is delivered to purchasers contains a misrepresentation. These rights and remedies must be exercised within prescribed time limits and are subject to the defenses contained in applicable securities legislation. Prospective purchasers should refer to the applicable provisions of the securities legislation of their respective Province for the particulars of these rights or consult with a legal adviser.

The following is a summary of the statutory rights of rescission or to damages, or both, available to purchasers in Ontario. In Ontario, every purchaser of the New Shares purchased pursuant to this document (other than (a) a “Canadian financial institution” or a “Schedule III bank” (each as defined in NI 45-106), (b) the Business Development Bank of Canada or (c) a subsidiary of any person referred to in (a) or (b) above, if the person owns all the voting securities of the subsidiary, except the voting securities required by law to be owned by the directors of that subsidiary) shall have a statutory right of action for damages and/or rescission against the Company if this document or any amendment thereto contains a misrepresentation. If a purchaser elects to exercise the right of action for rescission, the purchaser will have no right of action for damages against the Company. This right of action for rescission or damages is in addition to and without derogation from any other right the purchaser may have at law. In particular, Section 130.1 of the Securities Act (Ontario) provides that, if this document contains a misrepresentation, a purchaser who purchases the New Shares during the period of distribution shall be deemed to have relied on the misrepresentation if it was a misrepresentation at the time of purchase and has a right of action for damages or, alternatively, may elect to exercise a right of rescission against the Company, provided that (a) the Company will not be

## Appendix 5: International Offer Restrictions

liable if it proves that the purchaser purchased the New Shares with knowledge of the misrepresentation; (b) in an action for damages, the Company is not liable for all or any portion of the damages that the Company proves does not represent the depreciation in value of the New Shares as a result of the misrepresentation relied upon; and (c) in no case shall the amount recoverable exceed the price at which the New Shares were offered.

Section 138 of the Securities Act (Ontario) provides that no action shall be commenced to enforce these rights more than (a) in the case of any action for rescission, 180 days after the date of the transaction that gave rise to the cause of action or (b) in the case of any action, other than an action for rescission, the earlier of (i) 180 days after the purchaser first had knowledge of the fact giving rise to the cause of action or (ii) three years after the date of the transaction that gave rise to the cause of action. These rights are in addition to and not in derogation from any other right the purchaser may have.

Certain Canadian income tax considerations. Prospective purchasers of the New Shares should consult their own tax adviser with respect to any taxes payable in connection with the acquisition, holding or disposition of the

New Shares as any discussion of taxation related matters in this document is not a comprehensive description and there are a number of substantive Canadian tax compliance requirements for investors in the Provinces. Language of documents in Canada. Upon receipt of this document, each investor in Canada hereby confirms that it has expressly requested that all documents evidencing or relating in any way to the sale of the New Shares (including for greater certainty any purchase confirmation or any notice) be drawn up in the English language only. Par la réception de ce document, chaque investisseur canadien confirme par les présentes qu'il a expressément exigé que tous les documents faisant foi ou se rapportant de quelque manière que ce soit à la vente des valeurs mobilières décrites aux présentes (incluant, pour plus de certitude, toute confirmation d'achat ou tout avis) soient rédigés en anglais seulement.

### European Economic Area -Germany and Luxembourg

The information in this document has been prepared on the basis that all offers of New Shares will be made pursuant to an exemption under the Directive 2003/71/EC ("Prospectus Directive"), as amended and implemented in

Member States of the European Economic Area (each, a "Relevant Member State"), from the requirement to publish a prospectus for offers of securities. An offer to the public of New Shares has not been made, and may not be made, in a Relevant Member State except pursuant to one of the following exemptions under the Prospectus Directive as implemented in the Relevant Member State:

To any legal entity that is authorized or regulated to operate in the financial markets or whose main business is to invest in financial instruments;

To any legal entity that satisfies two of the following three criteria: (i) balance sheet total of at least €20,000,000; (ii) annual net turnover of at least €40,000,000 and (iii) own funds of at least €2,000,000 (as shown on its last annual unconsolidated or consolidated financial statements); To any person or entity who has requested to be treated as a professional client in accordance with the EU Markets in Financial Instruments Directive (Directive 2004/39/EC, "MiFID"); or To any person or entity who is recognised as an eligible counterparty in accordance with Article 24 of the MiFID.

### Hong Kong

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise or register this document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the New Shares have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only



## Appendix 5: International Offer Restrictions

to professional investors (as defined in the SFO and any rules made under that ordinance). No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You 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 professional advice.

### **New Zealand**

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013 (the “FMC Act”).

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the FMC Act and the Securities Act (Overseas Companies) Exemption Notice 2013. Other than in the entitlement offer, the New Shares may only be offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) to a person who: Is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act; Meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act; Is large within the meaning of clause 39 of Schedule 1 of the FMC Act; Is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or Is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

### **British Virgin Islands**

The New Shares may not be offered in the British Virgin Islands unless the Company or any person offering the New Shares on its behalf is licensed to carry on business in the British Virgin Islands. The Company is not licensed to carry on business in the British Virgin Islands. The securities may be offered to British Virgin Islands business companies from outside the British Virgin Islands without restriction.

### **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, 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, nor may the New Shares 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 pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the “SFA”), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA. This document has been given to you on the basis that you are (i) an existing holder of the Company’s shares, (ii) an “institutional investor” (as defined in the SFA) or (iii) 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.

Any 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 the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

### **Switzerland**

The New Shares may not be publicly offered in Switzerland and will not be listed on the SIX Swiss Exchange (“SIX”) or on any other stock exchange or regulated trading facility in Switzerland. This document has been prepared without regard to the disclosure standards for issuance prospectuses under art. 652a or art. 1156 of the Swiss Code of Obligations or the disclosure standards for listing prospectuses under the SIX Listing Rules or the listing rules of any other stock exchange or regulated trading facility in Switzerland. Neither this document nor any other offering or marketing material relating to the New Shares may be publicly distributed or otherwise made publicly available in Switzerland. The New Shares will only be offered to regulated financial intermediaries such as banks, securities dealers, insurance institutions and fund management companies as well as institutional investors with professional treasury operations.



## Appendix 5: International Offer Restrictions

Neither this document nor any other offering or marketing material relating to the New Shares have been or will be filed with or approved by any Swiss regulatory authority. In particular, this document will not be filed with, and the offer of New Shares will not be supervised by, the Swiss Financial Market Supervisory Authority (FINMA). This document is personal to the recipient only and not for general circulation in Switzerland.

### United Kingdom

Neither the information in this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares. This document is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of the FSMA) in the United Kingdom, and the New Shares may not be offered or sold in the United Kingdom by means of this document, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) of the FSMA. This document should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom. Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company. In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on this document or any of its contents.

### United States

This document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. Any securities described in this document have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

### Cayman Islands

No offer or invitation to subscribe for New Shares may be made to the public in the Cayman Islands.

### Guernsey

The New Shares may only be offered or sold in or from within the Bailiwick of Guernsey either (i) by persons licensed to do so under the Protection of Investors (Bailiwick of Guernsey) Law, 1987 (as amended) (the "POI Law") or

(ii) to persons licensed under the POI Law, the Insurance Business (Bailiwick of Guernsey) Law, 2002, the Banking Supervision (Bailiwick of Guernsey) Law, 1994, or the Regulation of Fiduciaries, Administration Businesses and Company Directors, etc, (Bailiwick of Guernsey) Law, 2000.



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## 4 Additional information


### 4.1 Underwriting

The Company and the Joint Lead Managers (with Macquarie acting as Underwriter) have entered into the Offer Management Agreement in respect of the Placement and Entitlement Offer on normal commercial terms. Under the Offer Management Agreement, the Underwriter has agreed to underwrite the Retail Entitlement Offer.

The Capital Raising is not being fully underwritten. Neither the Placement nor the Institutional Entitlement Offer is being underwritten by the Underwriter.

Customary with these types of arrangements:

- (a) the Company and the Joint Lead Managers have given certain representations, warranties and undertakings in connection with (amongst other things) the Capital Raising;
- (b) the Company has agreed, subject to certain carve outs, to indemnify the Joint Lead Managers, their affiliates and related bodies corporate, and their respective directors, officers and employees (including the respective directors, officers and employees of their affiliates and related bodies corporate) against all claims, demands, expenses and liabilities arising out of or in connection with the Capital Raising;
- (c) a Joint Lead Manager may (in certain circumstances, having regard to the materiality of the relevant event) terminate the Offer Management Agreement and be released from its obligations under it or on the occurrence of certain events, including but not limited to:
  - (i) the Company is removed from the official list of the ASX or its Shares are suspended from quotation;
  - (ii) any of the offer documents (including this Retail Offer Booklet and all the ASX announcements made by the Company in connection with the Capital Raising) is or becomes false, misleading or deceptive (including by omission) in a material respect, or the offer documents omit any material information they are required to contain;
  - (iii) the gold price in Australian dollars is 10% or more below the level as at the close of business on the day prior to the date of the Offer Management Agreement for two consecutive business days;
  - (iv) the ASX/S&P 200 index is 10% or more below the level as at the close of business on the day prior to the date of the Offer Management Agreement for two consecutive business days;
  - (v) there is a general moratorium on commercial banking activities in certain jurisdictions or a suspension or material limitation in trading securities on certain securities exchanges;
  - (vi) there are certain delays in the timetable for the Capital Raising without the Joint Lead Managers' consent;

- 
- (vii) there is an adverse change in the assets, liabilities, financial position or performance, profits or prospects of the Group;
  - (viii) the Company becomes insolvent; and
  - (ix) the Company withdraws an offer document or indicates it does not intend to proceed with the Capital Raising.

The Company must pay the Joint Lead Managers' fees (including to Macquarie in their role as Underwriter) and expenses on normal market terms.

#### **4.2 What effect will the Entitlement Offer have on the control of the Company?**

The potential effect of issue of the New Shares under the Capital Raising on the control of the Company, and the consequences of that effect, is dependent on a number of factors, including the extent to which Eligible Retail Shareholders participate in the Retail Entitlement Offer and existing shareholdings.

As the Entitlement Offer is a pro rata issue, and given the current level of holdings of substantial holders (based on substantial holder notices that have been given to the Company and lodged with ASX before the date the Entitlement Offer was announced), the Capital Raising is not expected to have any material effect on the control of the Company and, as a result, there are not expected to be any consequences flowing from that effect.

#### **4.3 Pro-forma statement of financial position**

The audit reviewed statement of financial position as at 31 December 2015 and the unaudited pro-forma statement of financial position of the Company as at 31 March 2016 shown below has been prepared on the basis of the accounting policies normally adopted by the Company. The pro-forma information has been prepared on the assumption that all proposed New Shares pursuant to the Capital Raising are issued and in order to reflect the changes to the Company's financial position following completion of the Capital Raising.

The pro-forma financial information is presented in an abbreviated form, in so far as it does not include all of the disclosures statements or comparative information required by Australian Accounting Standards applicable to annual financial statements.

The financial information should be read in conjunction with the risk factors described in **section 3** of this Retail Offer Booklet, as well as the policies of the Company as disclosed in their most recent financial reports.

		31-Dec-15	31-Mar-16	31-Mar-16 Pro forma
		(Audit Review) A\$	(Unaudited) A\$	(Unaudited) A\$
<b>Current Assets</b>				
Cash and cash equivalents	(i)	36,999,890	28,776,839	98,904,750
Trade and other receivables		431,681	968,528	968,528
<b>Total Current Assets</b>		<b>37,431,571</b>	<b>29,745,367</b>	<b>99,873,278</b>
<b>Non-Current Assets</b>				
Other financial assets		169,678	169,678	169,678
Plant and equipment		1,568,227	1,749,136	1,749,136
Exploration and evaluation costs		55,270,107	60,731,578	60,731,578
<b>Total Non-Current Assets</b>		<b>57,008,012</b>	<b>62,650,392</b>	<b>62,650,392</b>
<b>Total Assets</b>		<b>94,439,583</b>	<b>92,395,759</b>	<b>162,523,670</b>
<b>Current Liabilities</b>				
Trade and other payables		3,064,135	1,954,066	1,954,066
Provisions		297,149	309,844	309,844
<b>Total Current Liabilities</b>		<b>3,361,284</b>	<b>2,263,910</b>	<b>2,263,910</b>
<b>Non-Current Liabilities</b>				
Rehabilitation provision		157,299	166,553	166,553
<b>Total Non-Current Liabilities</b>		<b>157,299</b>	<b>166,553</b>	<b>166,553</b>
<b>Total Liabilities</b>		<b>3,518,583</b>	<b>2,430,463</b>	<b>2,430,463</b>
<b>Net Assets</b>		<b>90,921,000</b>	<b>89,965,296</b>	<b>160,093,207</b>
<b>Equity</b>				
Issued capital	(ii)	130,824,556	130,833,544	200,961,455
Accumulated Losses		(44,320,880)	(45,380,621)	(45,380,621)
Reserves		4,417,324	4,512,373	4,512,373
<b>Total Equity</b>		<b>90,921,000</b>	<b>89,965,296</b>	<b>160,093,207</b>

#### 4.4 Notes and assumptions

Notes	A\$
(i) Cash and cash equivalents	
Cash and cash equivalents as at 31 March 2016	28,776,839
Capital raised from Placement and Institutional Entitlement Offer	56,561,254
Capital raised from Retail Entitlement Offer	17,384,228
Fees payable in relation to the Entitlement Offer	(3,305,504)
Other costs incurred in relation to the Entitlement Offer	(512,067)
	<b>98,904,750</b>
(ii) Issued capital	
Issued capital as at 31 March 2016	130,833,544
Capital raised from the Placement and Institutional Entitlement Offer	56,561,254
Capital raised from Retail Entitlement Offer	17,384,228
Fees payable in relation to the Entitlement Offer	(3,305,504)
Other costs incurred in relation to the Entitlement Offer	(512,067)
	<b>200,961,455</b>

The key assumptions on which the pro-forma statement of financial position is based are as follows:

- The audit reviewed 31 December 2015 statement of financial position has been adjusted for actual transactions to 31 March 2016.
- The Company issues 98,058,094 New Shares at A\$0.44 per Share pursuant to the Placement. The issue under the Placement will raise approximately A\$43,145,561, before costs.
- The Company issues 30,490,211 New Shares at A\$0.44 per Share pursuant to the Institutional Entitlement Offer. The issue under the Institutional Entitlement Offer will raise approximately A\$13,415,693, before costs.
- The Company issues 39,509,610 New Shares at A\$0.44 per Share pursuant to the Retail Entitlement Offer. The issue under the Retail Entitlement Offer will raise approximately A\$17,384,228, before costs.
- The Company incurs total transaction costs of A\$3,817,570 for the issue of New Shares under the Capital Raising, which have been recognised directly against the share capital, as a reduction of the proceeds of the Capital Raising. The estimated transaction costs include A\$3,305,504 in management and underwriting fees in respect to the Capital Raising.
- The accounting policies adopted in the preparation of the pro forma statement of financial position are consistent with the accounting policies adopted and described in the Company's financial report for the year ended 30 June 2015 and should be read in conjunction with that financial report.
- The Company suffers no materially adverse event.

## 4.5 Options and performance rights on issue

Gold Road currently has the following Options on issue:

Number	Exercise Price	Expiry Date
110,000	A\$0.20	30 September 2016
500,000	A\$0.335	21 November 2016
3,000,000	A\$0.13	14 October 2017
1,000,000	A\$0.56	24 November 2017

Gold Road currently has the following Performance rights on issue:

Number	Vesting Date	Expiry Date
1,300,000	30 June 2017	30 June 2018
1,181,250	30 June 2017	30 June 2018
700,000	30 September 2016	28 February 2018
508,786	31 July 2015	31 July 2016
1,522,727	31 December 2018	31 December 2019

## 4.6 Reconciliation

The Entitlement Offer is a complex process and in some instances investors may believe they own more Existing Shares than they actually do or are otherwise entitled to more New Shares than initially offered to them. These matters may result in a need for reconciliation. If reconciliation is required, it is possible that the Company may need to issue additional New Shares to ensure that the relevant Shareholders receive their appropriate allocation of New Shares. The price at which these additional New Shares would be issued is not known but would be no lower than the Offer Price.

The Company reserves the right to reduce the size of an Entitlement or number of New Shares allocated to Eligible Institutional Shareholders or Eligible Retail Shareholders, or persons claiming to be Eligible Institutional Shareholders or Eligible Retail Shareholders or other applicable investors, if the Company believes in its complete discretion that their claims are overstated or if they or their nominees fail to provide information requested to substantiate their claims. In that case, the Company may, in its discretion, require the relevant Shareholder to transfer excess New Shares to either of the Joint Lead Managers at the Offer Price per New Share. If necessary, the relevant Shareholder may need to transfer existing Shares held by them or to purchase additional Shares on-market to meet this obligation. The relevant Shareholder will bear any and all losses caused by subscribing for New Shares in excess of their Entitlement and any actions they are required to take in this regard.

By applying under the Retail Entitlement Offer, those doing so irrevocably acknowledge and agree to do the above as required by the Company or the Joint Lead Managers (including Macquarie acting as Underwriter). Those applying acknowledge that there is no time limit on the ability of the Company or the Joint Lead Managers to require any of the actions set out above.



#### 4.7 Taxation consequences

The taxation implications associated with participating in the Retail Entitlement Offer and receiving New Shares will vary depending upon the individual circumstances of individual Eligible Shareholders. Eligible Shareholders should obtain their own professional advice before deciding whether to invest.

The Company considers that it is not appropriate for it to give advice regarding the tax consequences of subscribing for New Shares under this Retail Offer Booklet or the subsequent disposal of any New Shares.

The Company does not accept any responsibility in this regard and recommends that you consult with your professional tax adviser in connection with the Retail Entitlement Offer.

#### 4.8 Notices to nominees and custodians

The Retail Entitlement Offer is being made to all Eligible Retail Shareholders. Nominees with registered addresses in the eligible jurisdictions, irrespective of whether they participate under the Institutional Entitlement Offer, may also be able to participate in the Retail Entitlement Offer in respect of some or all of the beneficiaries on whose behalf they hold existing Shares, provided the applicable beneficiary would satisfy the criteria for an Eligible Retail Shareholder.

Nominees and custodians who hold Shares as nominees or custodian will have received, or will shortly receive, a letter from the Company. Nominees and custodians should consider carefully the contents of that letter and note in particular that the Retail Entitlement Offer is not available to:

- (a) beneficiaries on whose behalf they hold existing Shares who would not satisfy the criteria for an Eligible Retail Shareholder;
- (b) Eligible Institutional Shareholders who received an offer to participate in the Institutional Entitlement Offer (whether they accepted their Entitlement or not);
- (c) Ineligible Institutional Shareholders who were ineligible to participate in the Institutional Entitlement Offer; or
- (d) Shareholders who are not eligible under all applicable securities laws to receive an offer under the Retail Entitlement Offer.

In particular, persons acting as nominees for other persons may not take up Entitlements on behalf of, or send any documents relating to the Retail Entitlement Offer to any person in the United States or other jurisdiction outside Australia or New Zealand except to beneficial shareholders who are institutional or professional investors in the countries (excluding the United States) listed in, and to the extent permitted under, the "International Offer Restrictions" section of Appendix 5 of the Investor Presentation included in **section 3** of this Retail Offer Booklet.

The Company is not required to determine whether or not any registered holder is acting as a nominee or the identity or residence of any beneficial owners of Shares. Where any holder is acting as a nominee for a foreign person, that holder, in dealing with its beneficiary, will need to assess whether indirect participation by the beneficiary in the Retail Entitlement Offer is compatible with the applicable foreign laws. The Company is not able to advise on foreign laws.

## 4.9 Foreign selling restrictions

This Retail Offer Booklet and accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the New Shares, or to otherwise permit an offering of New Shares outside Australia or New Zealand. The New Shares may not be offered in a jurisdiction outside Australia or New Zealand where such an offer is not made in accordance with the laws of that place.

The distribution of this Retail Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons who come into possession of this document outside Australia and New Zealand should observe any such restrictions. A failure to comply with these restrictions may constitute a violation of applicable securities laws.

For more information, see the “International Offer Restrictions” section of Appendix 5 of the Investor Presentation included in **section 3** of this Retail Offer Booklet.

It is the responsibility of any Applicant to ensure compliance with any laws of the country relevant to their application. Return of a duly completed Entitlement and Acceptance Form and/or payment of Application Money will be taken by the Company to constitute a representation that there has been no breach of such laws.

### ***New Zealand***


The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of these securities is being made in reliance on the transitional provisions of the *Financial Markets Conduct Act 2013* (New Zealand) and the *Securities Act (Overseas Companies) Exemption Notice 2013* (New Zealand).

This Retail Offer Booklet has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. This Retail Offer Booklet is not a product disclosure statement under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement under New Zealand law is required to contain.

## 4.10 Privacy

The information about Applicants included on an Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Applicant’s holding of New Shares. By submitting an Entitlement and Acceptance Form, each Applicant agrees that the Company may use the information provided by an Applicant on the form for the purposes set out in this privacy statement and may disclose it for those purposes to the Underwriters, the Share Registry and the Company’s related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company’s financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.



Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. A fee may be charged for access.

Personal information about you is held on the public register in accordance with Chapter 2C of the Corporations Act. For details about the Share Registry's personal information handling practices including collection, use and disclosure, how you may access and correct your personal information and raise privacy concerns, visit [www.securitytransfer.com.au](http://www.securitytransfer.com.au) for a copy of the Share Registry's condensed privacy statement, or see the privacy statement noted at the bottom of the Entitlement and Acceptance Form. Contact the Share Registry by phone on +61 8 9315 2333 from 8.00 am to 5.00 pm (Perth time) Monday to Friday (excluding public holidays) to request a copy of the complete privacy policy.

#### **4.11 Not investment advice**

The Entitlement Offer to which this information relates complies with the requirements of section 708AA of the Corporations Act as notionally modified by Corporations Instruments 2016/84 and 2016/73.

This Retail Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not investment advice and does not take into account your investment objectives, financial situation, tax position and particular needs. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest.

#### **4.12 Governing law**

This Retail Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of applications are governed by the laws applicable in Western Australia, Australia.

## 5 Definitions

<b>Applicant</b>	A person who makes an Application
<b>Application</b>	An application to subscribe for New Shares under this Retail Offer Booklet
<b>Application Money</b>	Money paid by Applicants for Applications
<b>ASIC</b>	The Australian Securities and Investments Commission
<b>ASX</b>	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable
<b>Board</b>	The board of Directors
<b>Capital Raising</b>	The Placement and the Entitlement Offer
<b>Closing Date</b>	3.00 pm (Perth time) on Monday, 16 May 2016, or such other date set by the Company
<b>Company</b>	Gold Road Resources Limited ACN 109 289 527
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)
<b>Director</b>	A director of the Company
<b>Eligible Institutional Shareholder</b>	<p>In accordance with sections 708(8) and (11) of the Corporation Act, respectively, a sophisticated or professional Shareholder on the Record Date who is:</p> <ul style="list-style-type: none"> <li>• not an Ineligible Institutional Shareholder; and</li> <li>• a Shareholder who has successfully received an invitation from the Joint Lead Managers to participate in the Institutional Offer (either directly or through a nominee)</li> </ul>
<b>Eligible Retail Shareholder</b>	<p>A Shareholder on the Record Date who is not an:</p> <ul style="list-style-type: none"> <li>• Ineligible Retail Shareholder; or</li> <li>• Ineligible Institutional Shareholder,</li> </ul> <p>and who did not receive an offer in relation to all of their Existing Shares under the Institutional Entitlement Offer</p>
<b>Entitlement</b>	<p>The entitlement to subscribe for 1 New Shares for every 10 Existing Shares held by the Eligible Retail Shareholder on the Record Date. The entitlement of each Eligible Retail Shareholder is shown on the Entitlement and Acceptance Form</p>
<b>Entitlement and Acceptance Form</b>	The personalised entitlement and acceptance form accompanying this Retail Offer Booklet

<b>Entitlement Offer</b>	The partially underwritten 1 for 10 pro rata accelerated renounceable entitlement offer of Shares each at the Offer Price, comprising the Institutional Entitlement Offer and the Retail Entitlement Offer
<b>Existing Shares</b>	Shares on issue at the Record Date
<b>Ineligible Institutional Shareholder</b>	Any institutional Shareholder who is not an Eligible Institutional Shareholder and who is not otherwise eligible to participate in the Retail Entitlement Offer
<b>Ineligible Retail Shareholder</b>	A Shareholder (or beneficial holder of Shares) other than an Eligible Institutional Shareholder or an Ineligible Institutional Shareholder on the Record Date with a registered address outside Australia and New Zealand or any other jurisdiction the Company and the Joint Lead Managers agree to whom ASX Listing Rule 7.7.1(a) applies
<b>Institutional Entitlement Offer</b>	The institutional component of the Entitlement Offer conducted on 27 April 2016 that was available to Eligible Institutional Shareholders
<b>Joint Lead Managers</b>	Macquarie Capital (Australia) Limited and Argonaut Securities Pty Limited
<b>Listing Rules</b>	The official listing rules of ASX, as amended or waived by ASX from time to time
<b>Macquarie</b>	Macquarie Capital (Australia) Limited
<b>New Shares</b>	Shares offered under the Capital Raising
<b>Offer Management Agreement</b>	The offer management agreement between the Company and the Joint Lead Managers in relation to the Capital Raising, a summary of which is contained in <b>section 4.1</b>
<b>Offer Price</b>	A\$0.44 per New Share
<b>Placement</b>	The placement of New Shares to institutional investors announced by the Company on 27 April 2016.
<b>Presentation</b>	The investor presentation included in <b>section 3</b>
<b>Record Date</b>	7.00 pm (Perth time) on Friday, 29 April 2016
<b>Register</b>	The register of Shareholders required to be kept under the Corporations Act
<b>Retail Entitlement Offer</b>	The retail component of the Entitlement Offer available to Eligible Retail Shareholders under this document
<b>Retail Offer Booklet</b>	This booklet

<b>Share</b>	A fully paid ordinary share in the Company
<b>Share Registry</b>	Security Transfer Registrars Pty Ltd
<b>Shareholder</b>	A holder of Shares
<b>TERP</b>	The theoretical price at which Shares should trade immediately after the ex-date of the Entitlement Offer
<b>Underwriter</b>	Macquarie Capital (Australia) Limited
<b>US or United States</b>	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia
<b>US Securities Act</b>	The <i>United States Securities Act of 1933</i> , as amended



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# Corporate Directory

## Company

Gold Road Resources Limited  
Level 2  
26 Colin Street  
West Perth WA 6005  
Tel +61 8 9200 1600  
Email [perth@goldroad.com.au](mailto:perth@goldroad.com.au)  
Web [www.goldroad.com.au](http://www.goldroad.com.au)

## Joint Lead Managers

Macquarie Capital (Australia) Limited  
Level 4  
50 Martin Place  
Sydney NSW 2000

Argonaut Securities Pty Limited  
Level 30  
Allendale Square  
77 St Georges Terrace  
Perth WA 6000

## Lawyers

Corrs Chambers Westgarth  
Level 6  
Brookfield Place Tower 2  
123 St Georges Terrace  
Perth WA 6000

## Share Registry

Security Transfer Registrars Pty Ltd  
770 Canning Highway  
Applecross WA 6153  
+61 8 9315 2333 from 8.00 am to 5.00 pm (Perth time)  
Monday to Friday during the Retail Entitlement Offer period  
Email [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)



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