

# Appendix 3Y

## Change of Director's Interest Notice

*Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.*

Introduced 30/09/01 Amended 01/01/11

<b>Name of entity: Gold Road Resources Limited</b>
<b>ABN: 13 109 289 527</b>

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	Justin OSBORNE
<b>Date of last notice</b>	14 August 2017

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Janet Tunjic Pty Ltd ATF Tunoz Family Trust
<b>Date of change</b>	24 October 2017

---

+ See chapter 19 for defined terms.

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

<p><b>No. of securities held prior to change</b></p>	<p><b>Direct</b></p> <p>284,175 Ordinary fully paid shares</p> <p>1,000,000 unlisted options, vested on 14 October 2014, exercisable at 13 cents each, expiring 14 October 2017,</p> <p>1,000,000 unlisted options, vested on 14 October 2015, exercisable at 13 cents each, expiring on 14 October 2017,</p> <p>1,000,000 unlisted options, vested on 14 October 2016, exercisable at 13 cents each, expiring on 14 October 2017.</p> <p><b>Gold Road Resources Employee Incentive Scheme participation:</b></p> <p>397,727 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 31 December 2018 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 31 December 2018 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 31 December 2019.</p> <p>Up to 426,229 Performance Rights vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 30 June 2019 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 30 June 2019 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2020.</p> <p><b>Indirect</b></p> <p>1,357,501 Ordinary fully paid shares (Finnoz Pty Ltd)  425,347 Ordinary fully paid shares (Janet Tunjic Pty Ltd)</p>
<p><b>Class</b></p>	<p>Ordinary Fully Paid Shares</p>
<p><b>Number acquired</b></p>	<p>2,448,472 Ordinary Fully Paid Shares</p>
<p><b>Number disposed</b></p>	<p>1,000,000 unlisted options, vested on 14 October 2014, exercisable at 13 cents each, expiring 6 November 2017.</p> <p>1,000,000 unlisted options, vested on 14 October 2015, exercisable at 13 cents each, expiring on 6 November 2017.</p> <p>1,000,000 unlisted options, vested on 14 October 2016, exercisable at 13 cents each, expiring on 6 November 2017.</p>
<p><b>Value/Consideration</b>  Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Cashless exercise of 3,000,000 unlisted Options exercisable by payment of 13 cents each. Number of shares issued on exercise calculated in accordance with the rules of the 2013 Gold Road Employee Incentive Plan (<b>LTI Plan</b>) approved by Shareholders at the AGM on 18 November 2013, using 20 day VWAP as at 23 October 2017 of \$0.7071 per share.</p>

+ See chapter 19 for defined terms.

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

<p><b>No. of securities held after change</b></p>	<p><b>Direct</b></p> <p>284,175 Ordinary fully paid shares</p> <p><b>Gold Road Resources Employee Incentive Scheme participation:</b></p> <p>397,727 Employee Incentive Plan shares vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 31 December 2018 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 31 December 2018 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 31 December 2019.</p> <p>Up to 426,229 Performance Rights vesting:</p> <ul style="list-style-type: none"> <li>• 50% upon remaining employed by the Company on 30 June 2019 and upon meeting a shareholder return hurdle;</li> <li>• 50% upon remaining employed by the Company on 30 June 2019 and upon meeting internal Company vesting hurdles.</li> </ul> <p>The rights expire on 30 June 2020.</p> <p><b>Indirect</b></p> <p>1,357,501 Ordinary fully paid shares (Finnoz Pty Ltd) 2,873,819 Ordinary fully paid shares (Janet Tunjic Pty Ltd)</p>
<p><b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Issue of Ordinary Fully Paid Shares upon cashless exercise of Options under the 2013 LTI Plan.</p>

+ See chapter 19 for defined terms.

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

---

### Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

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

### Part 3 – +Closed period

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

---

+ See chapter 19 for defined terms.