

Rule 2.7, 3.10.3, 3.10.4, 3.10.5

# Appendix 3B

## New issue announcement, application for quotation of additional securities and agreement

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

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

**Gold Road Resources Limited**

ABN

13 109 289 527

We (the entity) give ASX the following information.

### Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- |   |   |   |
|---|---|---|
| 1 | +Class of +securities issued or to be issued  | <ol style="list-style-type: none"><li>1. Fully Paid Ordinary Shares</li><li>2. Unlisted Performance Rights</li><li>3. Unlisted Performance Rights</li><li>4. Unlisted Performance Rights</li><li>5. Unlisted Performance Rights</li><li>6. Unlisted Performance Rights</li><li>7. Unlisted Performance Rights</li><li>8. Unlisted Performance Rights</li></ol>  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"><li>1. 207,707 Fully Paid Ordinary Shares</li><li>2. 364,994 Performance Rights</li><li>3. 377,132 Performance Rights</li><li>4. 12,483 Performance Rights</li><li>5. 12,483 Performance Rights</li><li>6. 275,000 Performance Rights</li><li>7. 988,410 Performance Rights</li><li>8. 1,157,870 Performance Rights</li></ol> |

+ See chapter 19 for defined terms.

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<p>3 Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)</p>	<ol style="list-style-type: none"> <li>1. Exercise of 2018 STI Performance Rights</li> <li>2. 2019 STI Performance Rights vesting 31 December 2019</li> <li>3. 2019 KMP STI Performance Rights vesting 31 December 2019 (<i>subject to shareholder approval at 2019 AGM</i>)</li> <li>4. Employee Retention Performance Rights vesting 30 June 2019</li> <li>5. Employee Retention Performance Rights vesting 30 June 2020</li> <li>6. On-boarding Performance Rights vesting 1 January 2020 (<i>subject to Shareholder approval at 2019 AGM</i>)</li> <li>7. LTI (2019 – 2021) Performance Rights expiring 31 December 2022</li> <li>8. KMP LTI (2019 – 2021) Performance Rights expiring 31 December 2022 (<i>subject to Shareholder approval at 2019 AGM</i>)</li> </ol>
<p>4 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes, Fully Paid Ordinary Shares and Unlisted Performance Rights.</p>
<p>5 Issue price or consideration</p>	<p>Nil</p>

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+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	<ol style="list-style-type: none"> <li>1. Exercise of 207,707 short term incentive Performance Rights.</li> <li>2. 364,994 short term incentive Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan.</li> <li>3. 377,132 short term incentive Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan (<i>subject to Shareholder approval at 2019 AGM</i>).</li> <li>4. 12,483 Employee Retention Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan.</li> <li>5. 12,483 Employee Retention Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan.</li> <li>6. 275,000 Employee On-boarding Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan (<i>subject to shareholders at the 2019 AGM</i>).</li> <li>7. 988,410 long term incentive Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan.</li> <li>8. 1,157,870 long term incentive Performance Rights granted pursuant to the Gold Road Resources 2017 Employee Incentive Plan (<i>subject to shareholders at the 2019 AGM</i>).</li> </ol>
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?	No
6b	The date the security holder resolution under rule 7.1A was passed	N/A
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A

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6f	Number of +securities issued under an exception in rule 7.2	3,188,372	
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	N/A	
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	N/A	
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	N/A	
7	+Issue dates  Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.  Cross reference: item 33 of Appendix 3B.	15 February 2019	
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	Number	+Class
		877,705,981	Ordinary Fully Paid Shares

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	221,311	2016 LTI Performance rights measurement date 30 June 2019, expiring 30 June 2020
	1,116,119	2016 KMP LTI Performance rights granted 19 October 2016, measurement date 30 June 2019, expiring 30 June 2020
	500,638	2017 LTI Performance rights measurement date 31 December 2020, expiring 31 December 2021
	374,826	2017 KMP LTI Performance rights granted 17 November 2017, measurement date 31 December 2020, expiring 31 December 2021
	271,250	2018 STI Performance rights, measurement date 31 December 2018, expiring 31 December 2019
	813,667	2018 LTI Performance rights measurement date 31 December 2020, expiring date 31 December 2021
	380,273	2018 KMP LTI Performance rights, granted 25 May 2018, measurement date 31 December 2020, expiring 31 December 2021
	425,101	2018 Retention Performance Rights, measurement date 1 July 2021, expiring 1 July 2022
	252,820	2018 Employee Retention Performance Rights, measurement date 30 June 2019
	252,802	2019 Employee Retention Performance Rights, measurement date 30 June 2020
	275,000	2018 KMP On-boarding Performance Rights (subject to Shareholder approval at 2019 AGM), measurement date 1 January 2020
	988,410	2019 LTI Performance rights measurement date 31 December 2021, expiring 31 December 2022
	1,157,870	2019 KMP LTI Performance rights (subject to shareholder approval at 2019 AGM); measurement date 31 December 2021, expiring 31 December 2022
	364,994	2019 STI Performance rights, measurement date 31 December 2019, expiring 31 December 2020
	377,132	2019 KMP STI Performance rights, (subject to shareholder approval at 2019 AGM), measurement date 31 December 2019, expiring 31 December 2020

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10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

N/A

**Part 2 - Pro rata issue**

11 Is security holder approval required?

N/A

12 Is the issue renounceable or non-renounceable?

N/A

13 Ratio in which the +securities will be offered

N/A

14 +Class of +securities to which the offer relates

N/A

15 +Record date to determine entitlements

N/A

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

N/A

17 Policy for deciding entitlements in relation to fractions

N/A

18 Names of countries in which the entity has security holders who will not be sent new offer documents

N/A

Note: Security holders must be told how their entitlements are to be dealt with.

Cross reference: rule 7.7.

19 Closing date for receipt of acceptances or renunciations

N/A

20 Names of any underwriters

N/A

21 Amount of any underwriting fee or commission

N/A

22 Names of any brokers to the issue

N/A

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23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	+Issue date	N/A

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### Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of +securities  
(tick one)

(a)  +Securities described in Part 1

(b)  All other +securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

#### Entities that have ticked box 34(a)

#### Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35  If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders

36  If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories  
1 - 1,000  
1,001 - 5,000  
5,001 - 10,000  
10,001 - 100,000  
100,001 and over

37  A copy of any trust deed for the additional +securities

#### Entities that have ticked box 34(b)

38 Number of +securities for which +quotation is sought

39 +Class of +securities for which quotation is sought



40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?

If the additional +securities do not rank equally, please state:

- the date from which they do
- the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
- the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

41 Reason for request for quotation now

Example: In the case of restricted securities, end of restriction period

(if issued upon conversion of another +security, clearly identify that other +security)

42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)

Number	+Class

**Quotation agreement**

1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.

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- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

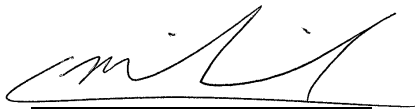
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:

  
(Company Secretary)

Date: 18 February 2019

Print name:

CAROL MARINKOVICH

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