

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

Gold Road Resources Limited
13 109 289 527

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.

Name of Director	Duncan GIBBS
Date of last notice	7 August 2019

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.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Holder Stockbridge Holdings Pty Ltd as Trustee for the Stockbridge Trust Nature of Interest A Director and a Beneficiary Circumstances Nominee of Mr Gibbs for his unlisted Performance Rights
Date of change	23 March 2020

+ See chapter 19 for defined terms.

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<p>No. of securities held prior to change</p>	<p>Direct 40,000 Fully Paid Ordinary Shares</p> <p>Indirect <i>Stockbridge Holdings Pty Ltd as trustee for the Stockbridge Trust:</i></p> <p>275,000 Onboarding Performance Rights vesting 1 January 2020, expiring 1 January 2021.</p> <p>Up to 756,808 Unlisted LTI Performance Rights 1 January 2019 – 31 December 2021 (2019 – 2021 LTI) vesting 31 December 2020 and expiring 31 December 2022.</p> <p>Up to 296,340 Unlisted STI Performance Rights 1 January 2019 – 31 December 2019 expiring 31 December 2020.</p>
<p>Class</p>	<p>Fully Paid Ordinary Shares Unlisted Performance Rights</p>
<p>Number acquired</p>	<p>448,537 Fully Paid Ordinary Shares</p>
<p>Number disposed</p>	<p>275,000 2018 KMP On-boarding Performance Rights vesting 1 January 2020</p> <p>296,340 unlisted 2019 KMP STI Performance Rights vesting 25 March 2020</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil. Vesting and exercise of 2019 KMP Short Term Incentive Performance Rights which is performance based remuneration part of Mr Gibbs' remuneration package and 2018 KMP On-boarding Performance Rights part of Mr Gibbs' on-boarding remuneration agreement.</p>
<p>No. of securities held after change</p>	<p>Direct: 40,000 Fully Paid Ordinary Shares</p> <p>Indirect: <i>Stockbridge Holdings Pty Ltd as trustee for the Stockbridge Trust:</i></p> <p>448,537 Fully paid ordinary shares</p> <p>Up to 756,808 Unlisted LTI Performance Rights 1 January 2019 – 31 December 2021 (2019 – 2021 LTI) vesting 31 December 2020 and expiring 31 December 2022.</p>
<p>Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>Exercise of 2019 KMP Short Term Incentive Performance Rights and 2018 KMP Onboarding Performance Rights</p>

+ See chapter 19 for defined terms.

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.

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

Part 3 – ⁺Closed period

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

⁺ See chapter 19 for defined terms.