

19 May 2022

Company Announcements Platform ASX Limited 20 Bridge Street SYDNEY NSW 2000

Dear Sir / Madam

2022 ANNUAL GENERAL MEETING CEO PRESENTATION

In accordance with Gold Road Resource Limited's Continuous Disclosure Policy, enclosed is a copy of the CEO's 2022 Annual General Meeting (**AGM**) Presentation which is being released to the ASX Market Announcements Platform ahead of today's AGM.

This release has been authorised by the Board.

Yours faithfully

Gold Road Resources Limited

Hayden Bartrop
Company Secretary

ASX Code GOR

ABN 13 109 289 527

COMPANY DIRECTORS

.....

Tim Netscher Chairman

Duncan Gibbs

Managing Director & CEO

Brian Levet

Non-Executive Director

Denise McComish
Non-Executive Director

Maree Arnason

Non-Executive Director

Hayden Bartrop
Company Secretary

CONTACT DETAILS

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

www.goldroad.com.au perth@goldroad.com.au

T +61 8 9200 1600 F +61 8 6169 0784



For further information, please visit www.goldroad.com.au or contact:

Gold Road Resources

Duncan Gibbs

Managing Director & CEO

Duncan Hughes

Manager – Corporate Development & Investor Relations

Tel: +61 8 9200 1600

Media Enquiries

Peter Klinger

pklinger@canningspurple.com.au

Cannings Purple

Tel: +61 411 251 540



19 MAY 2022

ANNUAL GENERAL MEETING



STRENGTH, GROWTH & RETURNS

DUNCAN GIBBS, MANAGING DIRECTOR & CEO

DISCLAIMER IMPORTANT NOTICES

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Corporate Profile

Board of Directors

Tim Netscher Non-Executive Chairman

Duncan Gibbs Managing Director & CEO

Brian Levet Non-Executive Director

Maree Arnason Non-Executive Director

Denise McComish Non-Executive Director

Hayden Bartrop General Manager – Corporate Development &

Legal (Company Secretary)

Key Management

John Mullumby Chief Financial Officer

Andrew Tyrrell General Manager – Discovery

Stuart Jenner General Manager – Capability & Culture

Sharon Goddard General Manager – External Relations

Duncan Hughes Manager – Investor Relations



2021 Snapshot*

Profitable

NPAT

\$36.8_M

Free Cash Flow

\$22.1_M

Safety

LTIFR

Gruvere

2.1

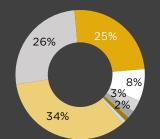
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Exploration



ISO 45001 Safety ISO 14001 Enviro Gruyere Certification

Shareholders



- Retail
- Australian Institutions
- North American Institutions
- UK & European Institutions

Analysts

Argonaut Barrenjoey Bell Potter Canaccord Euroz Hartlevs Jefferies Macquarie Ord Minnett RBC UBS

Indices

ASX200 GDXJ GDX MSCI DJSI



We care for the wellbeing of all



We act with integr



We delive



We innovate to improve



We work as



Our Strategy

Gruyere

Deliver world class operating performance Grow margins and mine life

Discovery

Discover gold resources that transform the company

Build and maintain a project pipeline for growth



Strategic M&A with Discipline Grow & Diversify production base Quality, low risk assets



ESG

Operate safely and care for our people, stakeholders & environment

Enhance Gold Road's reputation as a strong ESG performer

Organisational Capability

People and business systems to support the strategy

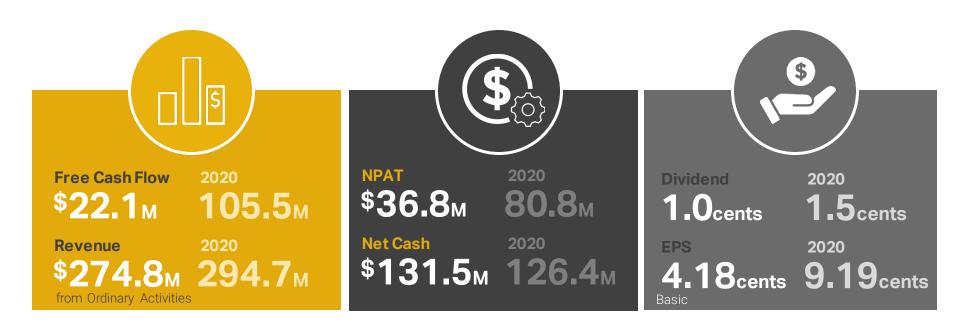
Capital management, strong liquid balance sheet, cash flow for growth and returns



Delivering Shareholder Value



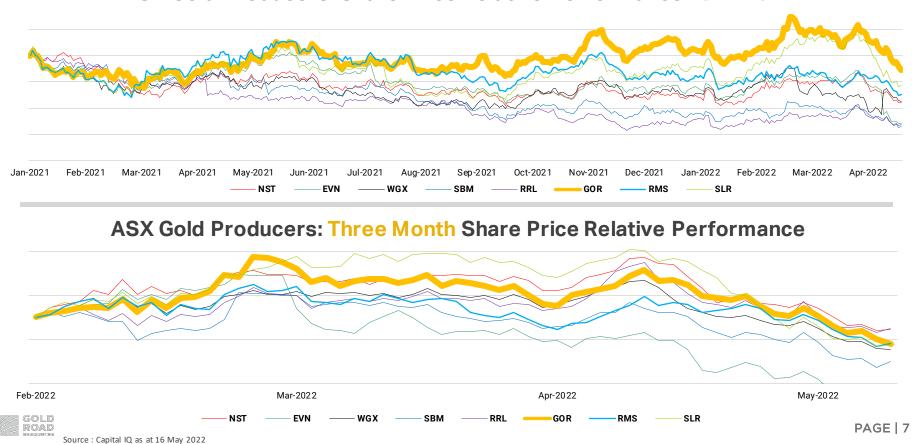
Gold Road 2021 Annual Results



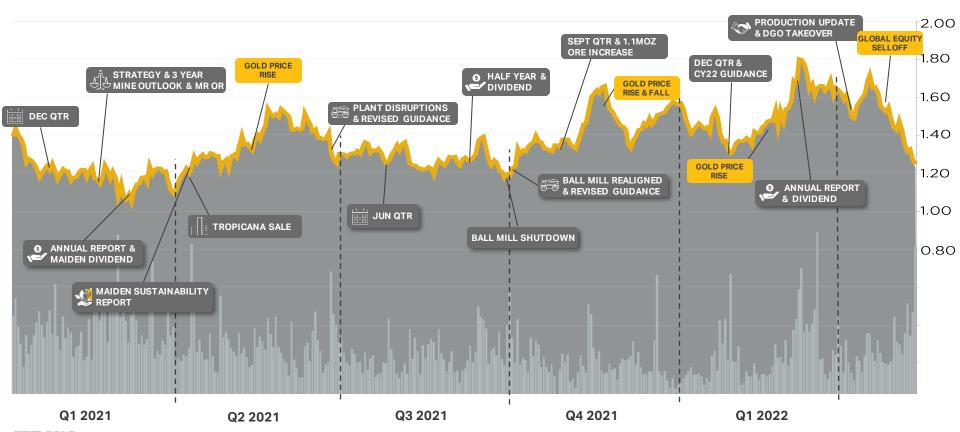


Relative Share Price Performance

ASX Gold Producers: Share Price Relative Performance 2021-2022



The Share Price Journey







Environmental, Social & Governance



2021 Reporting Suite

Advancing Our Future



2021 Annual Report



2021 Sustainability Report



2021 Modern Slavery



2021 Corporate Governance







Reporting aligns with with GRI Standards (Core), Sustainability Accounting Standards Board (SASB), and compliant with ASX Corporate Governance Council's Principles & Recommendations.



ISO 14001, ISO 45001 and International Cyanide Management Code certifications attained.



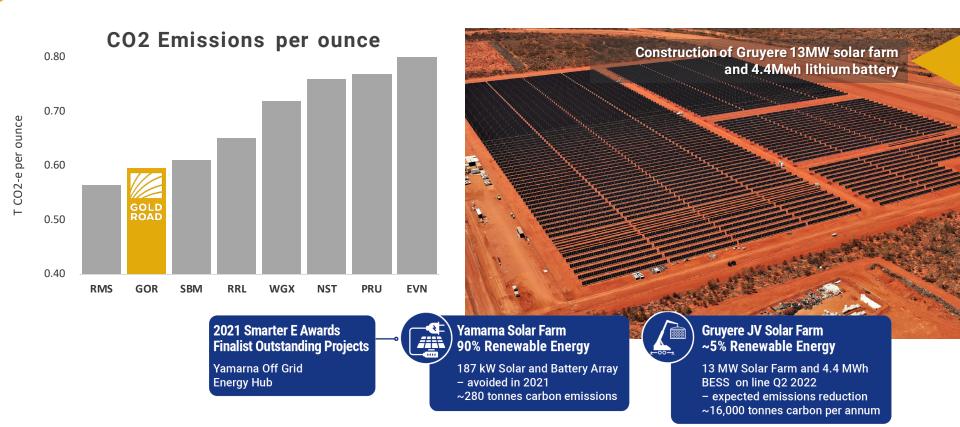
Female Board Members



Mental Health
First Aid Trained

Operating Safely

Sustainability Advancing Our Future







Gruyere JV



Gruyere

2021 Performance & 2022 Guidance

Operation (100% basis)	Unit	Mar 2022 Qtr	Dec 2021 Qtr	Sep 2021 Qtr	Jun 2021 Qtr	Mar 2021 Qtr	CY2021
Ore milled	kt	2,142	2,236	2,101	1,986	2,116	8,439
Head Grade	g/t	1.17	1.04	0.94	0.92	1.07	1.01
Recovery	%	91.0	91.2	89.5	89.8	91.2	90.5
Gold Produced*	oz	71,135	67,813	59,371	53,132	66,213	246,529
Gold Road **							
Gold Sold	oz	35,080	35,460	28,350	28,425	32,100	124,335
Average Sales Price	A\$/oz	2,434	2,309	2,231	2,145	2,138	2,210
Cash Cost	A\$/oz	968	891	1,005	924	767	892
All-in Sustaining Costs	A\$/oz	1,526	1,526	1,697	1,659	1,386	1,558

2022 Calendar Year Production Guidance

Between 300,000-340,000 ounces

2022 Attributable AISC Guidance

Between A\$1,270-A\$1,470/oz

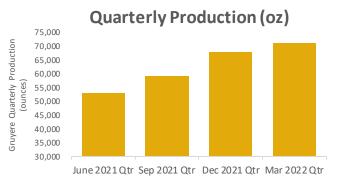
^{100%} basis unless otherwise stated.

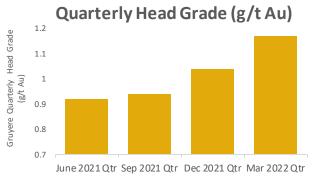
[#]Gold Road operates to a calendar financial year. * Gold produced is after GIC adjustment

^{**}Attributable to Gold Road. Cost per ounce reported against gold ounces produced during the quarter and either sold or held as dore/bullion during the quarter. Refer to Gold Road quarterlyy reports.

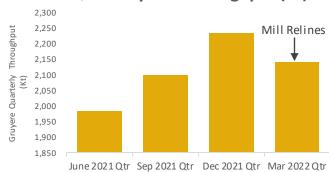
Growing Quarterly Performance

Increasing Grade & Tonnes





Quarterly Mill Throughput (Kt)



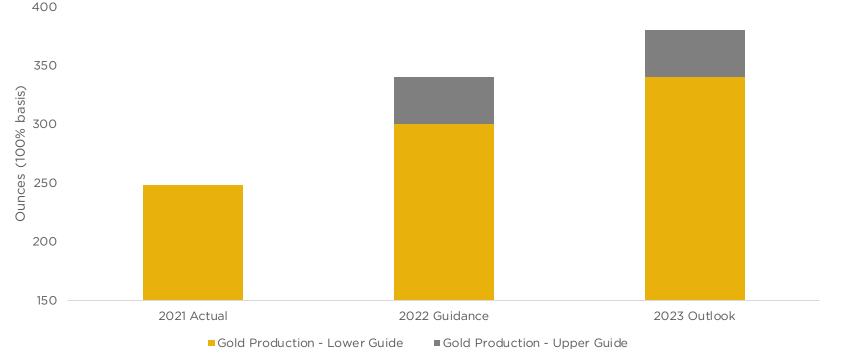
Increasing Grade And Throughput Through 2022



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Gruyere Gold Production

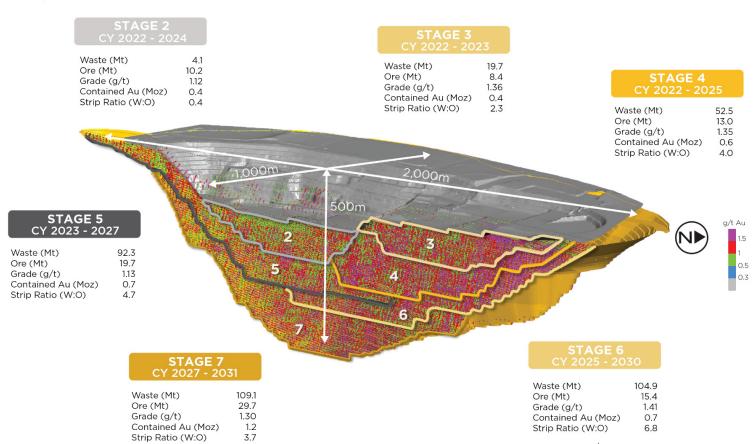
Increasing to a Sustainable 350,000 ozpa*



Grade And Throughput Lifts Production

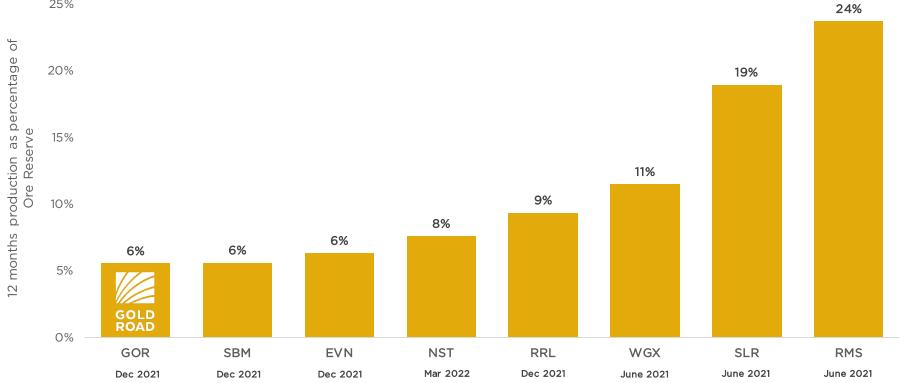


Gruyere Grade Increasing





Gruyere A Long Life Operation



Annual Production to Dec 2021 as a percentage of Ore Reserves



Ore Reserve Growth 2021

28% Growth Ore Reserve

GRUYERE JV ORE RESERVES GROW BY 0.98 MOZ¹

Total Reserves: 4.45 Moz

Total Open Pit Resources: 7.38 Moz

ORE RESERVE GROWTH DRIVEN BY:

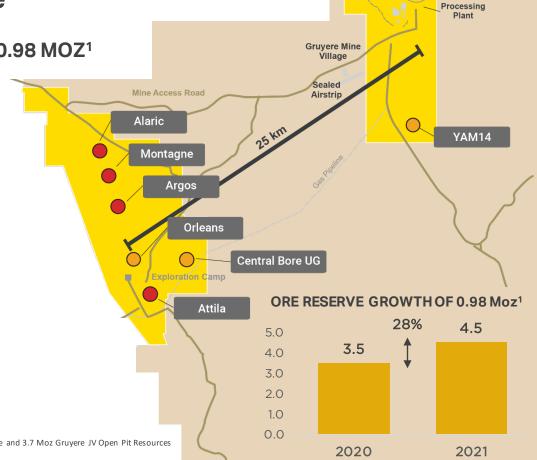
Addition of 1.2 Moz of Indicated Resources

Steepening pit slopes by up to 4 degrees

TOTAL GOLD ROAD ATTRIBUTABLE

Ore Reserve: 2.23 Moz

Mineral Resource: 4.71 Moz+



Waste Dumps &

Tailings Storage

Gruyere

¹100% Basis. Refer to ASX announcement dated 17 February 2022 & 31 January 2022

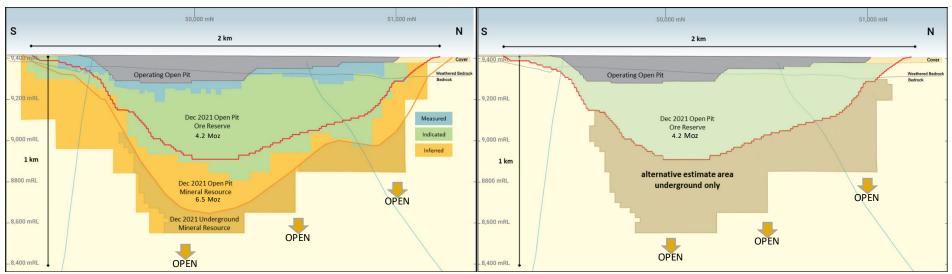
⁺ Includes 0.5Moz of 100% owned Resources at Yamarna, 0.5 Moz of Gruyere Underground Resource and 3.7 Moz Gruyere JV Open Pit Resources

Gruyere Reserves & Resources

Two Alternative Resource Estimates below Ore Reserves

REPORTED RESOURCES

ALTERNATIVE ESTIMATE



Resources continue to 850 metres below surface Mineralisation shown to continue to 1,000 metres below surface





Corporate Development

DGO Recommended Takeover Offer



Building a Quality Portfolio

DGO Gold: Off-Market Takeover

Recommended scrip offer to acquire DGO Gold Ltd*

2.16 GOR shares for every DGO shares

Implied offer of \$3.55 per share or \$308 million for DGO

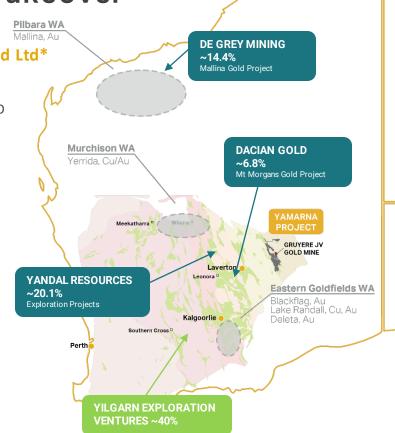
Offer unconditional on 80% acceptance

DGO owns a prospective portfolio

- De Grey Mining ~ 14.4% (listed investment ASX: DEG)
- Dacian Gold ~6.8% (listed investment ASX: DCN)
- Yandal Resources ~20.1% (listed investment ASX: YRL)
- A prospective exploration portfolio in WA and SA

Fully aligned to strategy

- Enhancing and diversifying growth pipeline
- Tier one asset in a tier one jurisdiction
- Aligns to Gold Road core competencies



Legend

Listed Investment

Unlisted Investment

DGO Exploration

Stuart Shelf SA Pernatty, Cu/Co

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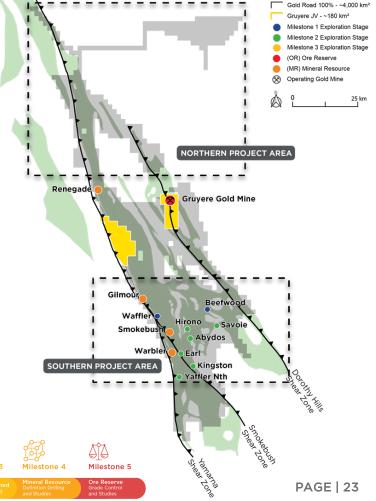




Exploration

Strategy of Meaningful Discovery

- Targeting discovery of a 100% owned operation
 - Exploring for >1 Moz resource on 100% owned ground
 - Strategy aligned to a discovery that 'moves the dial'
 - Focus on the Southern Project Area
 - Yamarna Resources grow to 0.51 Moz
- 2022 Exploration Budget of A\$30M (excluding Gruyere JV)
 - Increased focus on advanced RC & diamond drilling targets
 - Encouraging results from Earl, Abydos & Waffler
 - RC, Diamond and Aircore rigs operating on site













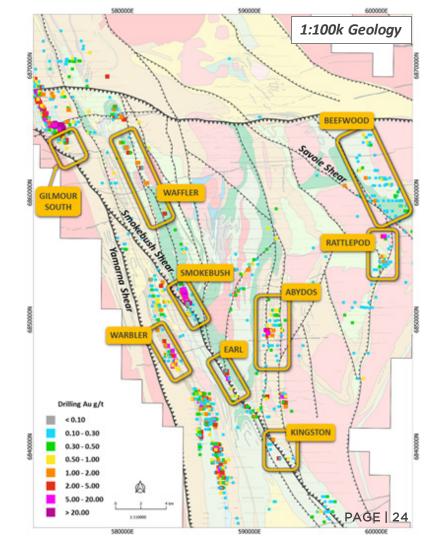
Exploration

Southern Project Area

Several highly prospective targets including:

- Abydos (Milestone 2)
 - >3 km gold-in-regolith and bedrock, multiple laminated quartz veins, sericite-albite-pyrite altered porphyry
 - 22 metres at 1.38 g/t Au & 4 metres at 9.13 g/t Au
- Earl (Milestone 2)
 - Shear hosted mineralisation, biotite-pyrite altered sediment-dolerite package
 - 17 metres at 1.27 g/t Au & 15 metres at 1.18 g/t Au
- Waffler (Milestone 1)
 - >4 kilometre gold-in-regolith trend, quartz vein hosted
 - 10 metres at 1.03 g/t Au





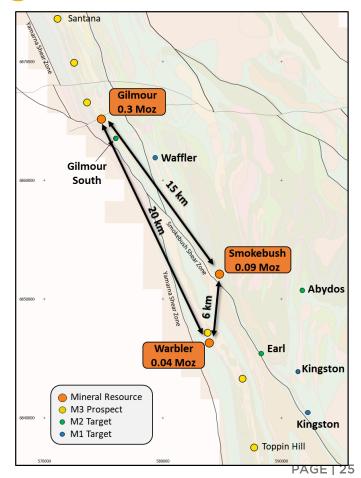
Resources & Reserves

Yamarna Growth

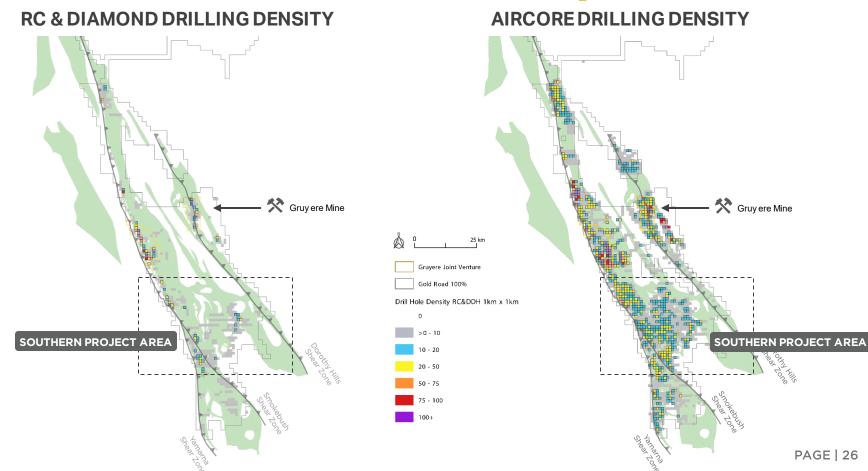
Gold Road 100% owned Yamarna Resources

- 70% (0.21 Moz) increase in Mineral Resources¹
- 6.4 Mt at 2.44 g/t Au for 0.51 Moz
- Optionality on potential future standalone operation or toll treat

Gold Road (100% owned) - December 2021					
Mineral Resource	Tonnes	Grade	Contained Metal		
	(Mt)	(g/t Au)	(Moz Au)		
Renegade Open Pit	1.86	1.13	0.07		
Gilmour Open Pit & Underground	2.87	3.28	0.30		
Smokebush Open Pit	1.09	2.61	0.09		
Warbler Open Pit	0.62	2.14	0.04		
Total	6.45	2.44	0.51		



Yamarna Remains Unexplored



Delivering Shareholder Value





Strong business and balance sheet





Consistent low-cost production for >10 yrs





Growing production
Huge Exploration potential
Strategic M&A

Shareholder Returns*



Continuous dividend payer TSR (from Gruyere discovery): ~1,040%

* Total shareholder returns from 11 October 2013 to 16 May 2022: 11c - 125c





Mineral Resources & Ore Reserves Table Hedge Book



Competent Persons Statement

Exploration Results

The information in this report which relates to Exploration Results is based on information compiled by Mr Andrew Tyrrell, General Manager – Discovery for Gold Road. Mr Tyrrell is an employee of Gold Road, and a Member of the Australasian Institute of Geoscientists (MAIG 7785). Mr Tyrrell is a holder of Gold Road Performance Rights. Mr Tyrrell has 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 a Competent Person as defined in the 2012 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Tyrrell consents to the inclusion in the report of the matters based on this information in the formand context in which it appears.

Mineral Resources

The information in this report that relates to the Mineral Resource estimation for Gruyere open pit is based on information compiled by Mr Mark Roux. Mr Roux is an employee of Gold Fields Australia, is a Member of the Australasian Institute of Mining and Metallurgy (MAusIMM 324099) and is registered as a Professional Natural Scientist (400136/09) with the South African Council for Natural Scientific Professions. Mr John Donaldson, Principal Resource Geologist for Gold Road has endorsed the Open Pit Mineral Resource for Gruyere on behalf of Gold Road.

Mr Donaldson is an employee of Gold Road and a Member of the Australian Institute of Geoscientists and a Registered Professional Geoscientist (MAIG RPGeo Mining 10147). Mr Donaldson is a shareholder and a holder of Performance Rights.

The information in this report that relates to the Mineral Resource estimation for Gruyere Underground is based on information compiled by Mr John Donaldson, Principal Resource Geologist for Gold Road and Mr Steven Hulme, Principal - Corporate Development for Gold Road.

Mr Hulme is an employee of Gold Road and is a Member and a Chartered Professional of the Australasian Institute of Mining and Metallurgy (MAusIMM CP 220946). Mr Hulme is a shareholder and a holder of Performance Rights.

The information in this report that relates to the Mineral Resource estimation for Attila, Orleans, Argos, Montagne, Alaric, YAM14, Central Bore, Gilmour and Renegade is based on information compiled by Mr John Donaldson, Principal Resource Geologist for Gold Road and Mrs Jane Levett, previously employed by Gold Road now independent consultant (Little Beach Consulting).

Mrs Levett is a Member of the Australasian Institute of Mining and Metallurgy and a Chartered Professional (MAusIMM CP 112232).

Messrs Roux 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 Roux 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.

Ore Reserves

The information in this report that relates to the Ore Reserve estimation for Gruyere is based on information compiled by Mr Steven Hulme, Principal - Corporate Development for Gold Road.

Mr Hulme is an employee of Gold Road and is a Member and a Chartered Professional of the Australasian Institute of Mining and Metallurgy (MAusIMM CP 220946). Mr Hulme is a shareholder and a holder of Performance Rights.

The information in this report that relates to the Ore Reserve estimation for Attila, Argos, Montagne, and Alaric, is based on information compiled by Mr Steven Hulme, Principal - Corporate Development for Gold Road.

Mr Hulme 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 Hulme consents to the inclusion in this announcement of the matters based on this information in the form and context in which it appears.

New Information or Data

Gold Road 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 announcement 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.

GJV Mineral Resource Table

31 December 2021

	Gruyere Project Joint Venture - 100% basis			Gold Road Attributable		
Project Name / Category	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)
Gruyere JV Mineral Resources						
Gruyere Open Pit Total	152.61	1.33	6.51	76.31	1.33	3.26
Measured	16.62	1.07	0.57	8.31	1.07	0.29
Indicated	106.33	1.35	4.62	53.16	1.35	2.31
Measured and Indicated	122.95	1.31	5.19	61.47	1.31	2.60
Inferred	29.67	1.38	1.32	14.83	1.38	0.66
Golden Highway + YAM14 Total	16.73	1.43	0.77	8.36	1.43	0.38
Measured	0.00	-	0.00	0.00	-	0.00
Indicated	10.91	1.49	0.52	5.45	1.49	0.26
Measured and Indicated	10.91	1.49	0.52	5.45	1.49	0.26
Inferred	5.82	1.32	0.25	2.91	1.32	0.12
Central Bore	0.24	13.05	0.10	0.12	13.05	0.05
Measured	-	-	-	-	-	-
Indicated	-	-	-	-	-	-
Measured and Indicated	-	-	-	-	-	-
Inferred	0.24	13.05	0.10	0.12	13.05	0.05
Total Gruyere JV	169.58	1.35	7.38	84.79	1.35	3.69

Gruyere Underground Resource 31 December 2021

	Gold Road Attributable		
Project Name / Category	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)
Gruyere Underground Mineral Resource - Gold Road Attributable	(IVIL)	(g/t Au)	(IVIOZ Ad)
Inferred	10.93	1.46	0.51
Total Gruyere Underground	10.93	1.46	0.51

GOLD ROAD 100% YAMARNA RESOURCE TABLE 31 DECEMBER 2021

	Gold Road Attributable			
	Tonnes	Grade	Contained Metal	
Project Name / Category	(Mt)	(g/t Au)	(Moz Au)	
Renegade	1.86	1.13	0.07	
Inferred	1.86	1.13	0.07	
Gilmour OP	2.29	2.80	0.21	
Measured	-	-	-	
Indicated	0.59	6.78	0.13	
Measured and Indicated	0.59	6.78	0.13	
Inferred	1.70	1.42	0.08	
Gilmour UG	0.59	5.14	0.10	
Measured	-	-	-	
Indicated	0.06	4.17	0.01	
Measured and Indicated	0.06	4.17	0.01	
Inferred	0.53	5.25	0.09	
Smokebush	1.09	2.61	0.09	
Inferred	1.09	2.61	0.09	
Warbler	0.62	2.14	0.04	
Inferred	0.62	2.14	0.04	
Total Gold Road 100% Owned	6.45	2.44	0.51	
Measured	-	-	-	
Indicated	0.65	6.55	0.14	
M easured and Indicated	0.65	6.55	0.14	
Inferred	5.80	1.98	0.37	
Total Gold Road Attributable (50% & 100% owned)	 102 92	1 42	4.72	
Measured	102.82 8.31	1.43 1.07	4.73 0.29	
Indicated	8.31 59.27	1.42	0.29 2.71	
Measured and Indicated				
	67.58	1.38	3.00	
Inferred	34.59	1.54	1.72	

GJV ORE RESERVE TABLE

31 DECEMBER 2021

	Gruyere Project Joint Venture - 100% Basis			Gold Road Attributable		
Project Name / Category	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)	Tonnes (Mt)	Grade (g/t Au)	Contained Metal (Moz Au)
G ruyere OP Total	101.77	1.27	4.16	50.89	1.27	2.08
Proved	16.74	1.04	0.56	8.37	1.04	0.28
Probable	85.03	1.32	3.60	42.51	1.32	1.80
Golden Highway Total	7.32	1.26	0.30	3.66	1.26	0.15
Proved	0.00	0.00	0.00	0.00	0.00	0.00
Probable	7.32	1.26	0.30	3.66	1.26	0.15
Total Gruyere JV	109.10	1.27	4.45	54.55	1.27	2.23
Proved	16.74	1.04	0.56	8.37	1.04	0.28
Probable	92.35	1.31	3.89	46.18	1.31	1.95



Mineral Resource & Ore Reserve

Notes

Mineral Resource Notes:

- All Mineral Resources are completed in accordance with the JORC Code 2012 Edition
- All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding
- Mineral Resources are inclusive of Ore Reserves. Gruyere Measured category includes Surface Stockpiles (5.3Mt at 0.73g/t Au for 126koz). Mineral Resources depleted for mining
- The Gruyere JV is a 50:50 joint venture between Gold Road and Gruyere Mining Company Pty Ltd, a wholly owned Australian subsidiary of Gold Fields Ltd. Figures are reported on a 100% basis unless otherwise specified, 50% is attributable to Gold Road. Gold Road's 50% attributable Mineral Resource for Gruyere Underground is reported independently of the Gruyere JV
- The Gruyere and Golden High way Op en Pit Mineral Resources are reported between 0.41 to 0.55 (oxide) and 0.44 to 0.66 (fresh) g/t Au cut-off grade allowing for dilution, processing costs, recovery and haulage to the Gruyere Mill. The YAM14 Open Pit Mineral Resource is reported at 0.4 g/t Au cut-off grade and the Renegade, Gilmour, Smokebush and Warbler Mineral Resource are reported at 0.5 g/t Au cut-off grade allowing for processing costs, recovery and haulage to the Gruyere Mill
- All Open Pit Mineral Resources are constrained within an A\$2,000 per ounce (Gruyere JV) or an A\$2,200 per ounce (Gold Road 100%) optimised pit shell derived from mining, processing and geotechnical parameters from the Golden Highway PFS, the Gruyere FS and current Gruyere JV operational cost data
- The Underground Mineral Resource at Gruyere was evaluated by Gold Road on the same geology model used to estimate the Open Pit Mineral Resource reported as at 31 December 2021. The model was evaluated exclusively below the A\$2,000 per ounce pit optimisation shell utilised to constrain the Open Pit Mineral Resource and is reported as 100% in the Inferred category
- The Underground Mineral Resource at Gruyere is constrained by Mineable Shape Optimiser (MSO) shapes of dimensions consistent with underground mass mining methods. The MSO shapes are optimised at cut-off grades based on benchmarked mining costs, current Gruyere operating costs and processing recoveries at an A\$2,000 per ounce gold price.
- Underground Mineral Resources at Gruyere considered appropriate for potential mass mining exploitation in the Central Zone are constrained within MSO shapes of 25 metre minimum mining width in a transverse orientation and 25 metre sub-level interval, and are optimised to a cut-off grade of 1.0 q/t Au
- Underground Mineral Resources at Gruyere considered appropriate for potential mass mining exploitation in the Northern Zone are constrained within MSO shapes of 5 metre minimum mining width in longitudinal orientation and 25 metre sub-level interval, and are optimised to a cut-off grade of 1.5q/t Au
- Underground Mineral Resources at Central Bore are constrained by a 1.5 metre minimum stope width that are optimised to a 3.5 g/t Au cut-off reflective of an A\$1,850 per ounce gold price
- Underground Mineral Resources at Gilmour are constrained by an area defined by a 2.0 metre minimum stope width and a 3.0 g/t Au cut-off reflective of an A\$2,200 per ounce gold price
- Underground Mineral Resources are reported with diluted tonnages and grades based on minimum stope widths

Ore Reserve Notes:

- All Ore Reserves are completed in accordance with the 2012 JORC Code Edition
- All figures are rounded to reflect appropriate levels of confidence. Apparent differences may occur due to rounding. All dollar amounts are in Australian dollars unless otherwise stated
- The Gruyere JV is a 50:50 joint venture between Gold Road and Gruyere Mining Company Pty Limited, a wholly owned Australian subsidiary of Gold Fields Ltd. Figures are reported on a 100% basis unless otherwise specified. 50% is attributable to Gold Road
- Gold Road holds an uncapped 1.5% net smelter return royalty on Gold Fields' share of production from the Gruyere JV once total gold production exceeds 2 million ounces
- The pit design for reporting the Gruyere Ore Reserve is derived from mining, processing and geotechnical parameters as defined by operational studies, PFS level studies completed between 2019 and 2021 and the 2016 FS. The Ore Reserve is reported using the 2021 Mineral Resource model constrained within the pit design (which is derived from a A\$1,575 per ounce optimisation) and with Ore Reserves reported at A\$1,750 per ounce gold price
- The Ore Reserve for the Golden Highway Deposits which include Attila, Argos, Montagne, and Alaric is constrained within an A\$1,750 per ounce mine design derived from mining, processing and geotechnical parameters as defined by 2020 PFS and operational studies
- The Ore Reserve is evaluated using variable cut-off grades: Gruyere 0.5 g/t Au (fresh, transitional and oxide). Attila 0.6 g/t Au (fresh and transitional), 0.5 g/t Au (oxide). Argos 0.6 g/t Au (fresh, transitional and oxide). Montagne 0.6 g/t Au (fresh), 0.5 g/t Au (oxide and transitional). Alaric 0.6 g/t Au (fresh), 0.5 g/t Au (oxide and transitional)
 - Ore block tonnage dilution and mining recovery estimates: Gruyere -4% and 98%. Attila 21% and 99%. Argos 17% and 89%. Montagne 17% and 89%. Alaric 31% and 99%.
 - Gruyere Proved category includes Surface Stockpiles (5.3Mt at 0.73g/t Au for 126koz). Ore Reserves are depleted for mining



Hedge Book 31 March 2022

Calendar Year	Quarter	Quarterly Volume Ounces	Weighted Average Price A\$/oz
2022	30 June	8,700	1,977
	30 September	9,500	1,899
	31 December	6,480	1,735
Total		24,680	1,883



GRUYERE JOINT VENTURE

JV Participants / Manager	Gold Road (50%) and Gold Fields (50%)
	 Gold Fields manager of Gruyere operations. Gold Road manages exploration up to and including PFS. Unincorporated JV
JV Structure	Each party receives 50% of gold production to sell on market or deliver into hedges.Cash calls made by manager monthly
Management Committee and Subcommittees	 Management Committee: Each party is entitled to appoint 3 members to the management committee and Chair rotates annually. Meets quarterly. Unanimous decisions required Gruyere Technical Committee meets monthly with 3 members from each company, with Chair rotating annually. Advisory only to Management Co.
Voting Rights	 Equal to the percentage ownership prior to the commencement of the meeting (i.e. 50% each) No casting vote by Chair
Key Decisions of Management Committee	 Approval of Annual Business Plan and Life of Mine Plan Approval of significant unbudgeted capital Approval of significant contracts Key appointments (General Manager at Gruyere and Auditor)
Toll Treating / Funding expansion at Gruyere / Leveraging Gruyere Facilities	 JV Agreements allows toll treating of ore from Gold Road's tenements on arm's length terms, with key principles agreed. Gold Road can sole fund capex for additional mill throughput and have first right to additional throughput. Gold Road may leverage off Gruyere facilities, including water, emergency facilities, light vehicle maintenance, flights and accommodation if necessary
Fully Funded Exploration / Upside on Gruyere JV	 Development and operation management of Gruyere by Gold Fields allows Gold Road to focus on making the next major discovery Fully funded to undertake extensive regional exploration to improve Gruyere production profile or new standalone deposit 1.5% Net Smelter Royalty on Gold Fields 50% share of production from the JV after 2Moz mined at Gruyere (100% basis)

