

RESULTS OF SCHEME MEETING

Gold Road Resources Limited (**Gold Road** or the **Company**) is pleased to announce that its shareholders have passed, by the requisite majority, the resolution (**Scheme Resolution**) to approve the proposed acquisition by Gruyere Holdings Pty Ltd (**GHPL**), an entity ultimately owned by Gold Fields Limited (**Gold Fields**), of 100% of the shares in Gold Road, by way of a scheme of arrangement (**Scheme**).

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the *Corporations Act 2001* (Cth), details of the valid proxies received and votes cast on the Scheme Resolution are attached to this announcement.

In summary:

- **99.16%** of votes cast by Gold Road Shareholders were in favour of the Scheme; and
- **91.23%** of Gold Road Shareholders present and voting (in person or online by proxy, attorney or corporate representative) voted in favour of the Scheme.

Next Steps

Gold Road has applied to the Supreme Court of Western Australia (**Court**) for approval of the Scheme at a hearing scheduled for 2.15pm (AWST) on Thursday, 25 September 2025 (**Second Court Hearing**).

The Scheme remains subject to certain customary conditions precedent as previously announced and described in the Scheme Booklet.¹ If the outstanding conditions precedent are satisfied or waived (as applicable) prior to the Second Court Hearing, and the Court approves the Scheme, Gold Road intends to lodge a copy of the Court orders with the Australian Securities and Investments Commission on Friday, 26 September 2025, at which time the Scheme will become effective.

If this occurs, Gold Road expects that ASX will suspend Gold Road shares from trading on the ASX with effect from close of trading on Friday, 26 September 2025.

If the Scheme becomes effective, payment of the Special Dividend to Gold Road shareholders, as announced by Gold Road on 16 September 2025, is expected to occur on Tuesday, 7 October 2025 and implementation of the Scheme is expected to occur on Tuesday, 14 October 2025, at which time the Scheme consideration will be paid to Gold Road shareholders.

ASX Code GOR

ABN 13 109 289 527

COMPANY DIRECTORS

Tim Netscher
Chairman

Duncan Gibbs
Managing Director & CEO

Brian Levelt
Non-Executive Director

Maree Arnason
Non-Executive Director

Denise McComish
Non-Executive Director

Julie Jones
**General Counsel &
Joint Company Secretary**

Keely Woodward
Joint Company Secretary

CONTACT DETAILS

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¹ The Second Court Hearing may not take place at the scheduled time and date if all of the conditions precedent to the Scheme (other than approval of the Scheme at the Second Court Hearing) have not been satisfied or waived (as applicable) before 8.00am (AWST) on Thursday, 25 September 2025. Details of the conditions precedent to the Scheme are included in the Scheme Booklet released to the ASX on 15 August 2025.

Key Dates

An indicative timetable is set out below:

Event	Date
Second Court Hearing – for approval of the Scheme	2.15pm (AWST) Thursday, 25 September 2025
Effective Date of the Scheme – date on which the Scheme becomes effective and is binding on the Gold Road shareholders	Friday, 26 September 2025
Date on which the variable cash consideration will be calculated ²	
Last trading day of Gold Road shares on ASX	Friday, 26 September 2025
Special Dividend Record Date – all Gold Road shareholders who hold Gold Road shares on this date will be entitled to any Special Dividend	7.00pm (AEST) Tuesday, 30 September 2025
Payment of Special Dividend	Tuesday, 7 October 2025
Scheme Record Date – all Gold Road shareholders who hold Gold Road shares on this day will be entitled to receive the Scheme Consideration	7.00pm (AEDT) Wednesday, 8 October 2025
Implementation Date – payment of the Scheme Consideration and transfer of the Gold Road shares to GHPL	Tuesday, 14 October 2025

All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of Gold Road and GHPL, including the Court approval process, other regulatory authority approvals and the satisfaction or waiver of the conditions precedent to the completion of the Scheme. Any changes to the above timetable will be announced to ASX and available under Gold Road's profile at www.asx.com.au.

Shareholder Information Line

If Gold Road shareholders have any questions in relation to the Scheme, they should contact the Gold Road shareholder information line on 1300 502 987 (within Australia) or +61 2 9066 4051 (outside of Australia) between 9.00am and 5.00pm (AWST) Monday to Friday (excluding public holidays), or consult their legal, investment, financial, taxation or other professional adviser.

This release was authorised by Duncan Gibbs, Managing Director & CEO.

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

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² As detailed in the Scheme Booklet released to the ASX on 15 August 2025, the variable cash consideration is calculated by reference to the 5-day volume weighted average price of Northern Star Resources Ltd shares as traded on the ASX immediately prior to the Scheme becoming effective, being the 5-day period up to, and including, Thursday, 25 September 2025 (assuming the Scheme becomes effective on 26 September 2025).

The following information is provided in accordance with section 251AA(2) of the Corporations Act 2001 (Cth) and ASX Listing Rule 3.13.2.

Resolution details		Instructions given to validly appointed proxies (as at proxy close)				Number of votes cast on the poll (where applicable)			Resolution Result
Resolution		For	Against	Proxy's Discretion	Abstain	For	Against	Abstain*	Carried / Not Carried
Approval of the Scheme		625,791,255 98.99%	5,256,895 0.83%	1,142,807 0.18%	1,160,234	630,535,225 99.16%	5,344,299 0.84%	1,160,234	Carried
						Number of shareholders voting on the poll (where applicable)			
						For	Against	Abstain#	
						697 91.23%	67 8.77%	9	

* Votes cast by a person who abstains from voting are not counted in calculating the required majority on the poll.

A person who abstains from voting is not counted in calculating the required majority on the poll.

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