



22 March 2011

Dear Shareholder

GENERAL MEETING OF SHAREHOLDERS

Please find attached the Notice of Meeting in respect of a General Meeting of Shareholders to be held at 10.30am on Wednesday 20 April 2011 at The Celtic Club, 48 Ord Street, West Perth, Western Australia.

The purpose of the meeting is for shareholders to consider a share placement to raise a maximum of \$4,000,000 and to approve the issue of these shares to Directors and other related parties of the Company. The funds raised by the placement will be applied to the scoping study and accelerated drill program at the Glenburgh gold project as well as provide working capital to enable the Company to pursue additional opportunities.

Mr John den Dryver and I, being Independent Directors in respect of this proposed placement (as we do not have a material personal interest in the outcome of Resolutions 1 & 2), recommend that Shareholders vote in favour of both Resolutions. These recommendations are set out in the attached Explanatory Statement.

I refer you to the attached Notice of Meeting and Explanatory Statement and look forward to your support in favour of each of the Resolutions.

Yours sincerely

Gordon Dunbar
Managing Director



GASCOYNE RESOURCES LIMITED

ACN 139 522 900

NOTICE OF MEETING AND EXPLANATORY STATEMENT

TIME: 10.30 am (WST)

DATE: Wednesday, 20 April 2011

PLACE: The Celtic Club, 48 Ord Street, West Perth, Western Australia

This Notice of Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.
Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9481 3434.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at **10.30am (WST)** on **Wednesday, 20 April 2011** at: **The Celtic Club, 48 Ord Street, West Perth, Western Australia.**

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return to the Company's registered office by:

- (a) post to Gascoyne Resources Limited, PO Box 1449 West Perth Western Australia 6872; or
- (b) facsimile +61 8 9481 0411,

so that it is received not later than **10.30 am (WST)** on **Monday, 18 April 2011.**

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the meeting.

The Company's Directors have determined that all shares of the Company that are quoted on ASX at 5pm (WST) on Monday, 18 April 2011 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

NOTICE OF MEETING

Notice is given that a general meeting of Gascoyne Resources Limited (**Company**) will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday, 20 April 2011 commencing at 10.30am (WST).

The Proxy Form forms part of this Notice of Meeting.

SPECIAL BUSINESS

1 RESOLUTION 1 – ISSUE OF SECURITIES

To consider, and if thought fit to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue up to 40 million Shares at an issue price of 10 cents per Share, to raise a maximum of \$4 million (before costs), for the purposes and on the terms set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed and an associate of that person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2 RESOLUTION 2 – APPROVAL OF THE ISSUE OF SECURITIES TO RELATED PARTIES (OR THEIR NOMINEES)

To consider, and if thought fit to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

“Subject to resolution 1 being passed, that for the purposes of Chapter 2E of the Corporations Act and Listing Rule 10.11, and for all other purposes, Shareholders approve, as separate resolutions, the issue of Shares on the terms set out in the accompanying Explanatory Statement, to each of the following related parties of the Company (or any person nominated by the related parties):

- a) *Graham Riley;*
- b) *Michael Dunbar;*
- c) *Rodney Michael Joyce; and*
- d) *Stanley Allan Macdonald.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who is to receive securities in the Company or an associate of that person. However the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the meeting or handed in at the meeting when registering as a corporate representative. An appointment of corporate representative form is enclosed if required.

BY ORDER OF THE BOARD OF DIRECTORS



Eva O'Malley
Company Secretary
Gascoyne Resources Limited
22 March 2011

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting to be held on Wednesday, 20 April 2011 at 10.30am.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions.

This Explanatory Statement should be read in conjunction with the Notice of Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1 RESOLUTION 1 – APPROVAL OF ISSUE OF SECURITIES

1.1 Background and purpose

Resolution 1 seeks Shareholder approval for the allotment and issue of up to 40 million Shares at an issue price of 10 cents per Share to raise a maximum of \$4 million (before costs) (the “**Placement**”).

Subject to Resolution 2 being passed, the Shares will be issued to the related parties (or their nominees) set out below in this Explanatory Statement. In the event that the participation of any of the related parties (or their nominees) under Resolution 2 is not approved by Shareholders, then the Company is entitled under this Resolution to offer the related party's participation entitlement under the Placement to sophisticated and professional investors pursuant to section 708 of the Corporations Act that it considers appropriate.

The Shares will be issued as soon as practicable after the passing of the Resolution and in any event in accordance with the requirements of the Listing Rules.

Listing Rule 7.1

Listing Rule 7.1 provides that the prior approval of shareholders of a company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Directors to issue up to 40 million Shares at an issue price of 10 cents per Share to raise approximately \$4 million (before costs) without using the Company's 15% annual placement capacity under Listing Rule 7.1.

The Company is seeking Shareholder approval for this resolution to raise funds to be applied to the scoping study and accelerated drilling program at the Glenburgh Gold Project (“**Project**”) as well as working capital to enable the Company to pursue additional opportunities.

1.2 Information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 1:

- a) the maximum number of Shares to be issued will be 40 million to raise \$4 million (before costs);
- b) the issue price of the Shares will be 10 cents per Share to raise a maximum of \$4 million (before costs);
- c) the Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares on issue;
- d) the Shares will be allotted and issued to the related parties listed in Resolution 2 (or their nominees) set out below in this Explanatory Statement. To the extent the issues contemplated by Resolution 2 are not passed, then the Company reserves the right to issue the Shares under the Placement to sophisticated and professional investors under section 708 of the Corporations Act, who may express an interest in acquiring the Shares in the Company. The identity of these allottees is unknown at this stage, however, investors will be determined by the Company having regard to their level of demand for the Shares and other factors that the Company may consider appropriate including a long term commitment to the Company. The allottees will not be related parties of the Company;
- e) the Shares will be issued as soon as practicable after the meeting and in any event within three months after the date of the meeting;
- f) it is anticipated that the Shares will be allotted progressively, however, the exact dates of allotment are unknown at this stage; and
- g) funds raised by the issue of the Shares will be applied to the scoping study and accelerated drilling program at the Project as well as working capital to enable the Company to pursue additional opportunities.

2 RESOLUTION 2 – APPROVAL OF THE ISSUE OF SECURITIES TO RELATED PARTIES (OR THEIR NOMINEES)

2.1 Background

Subject to Shareholders approving the issue of up to 40 million Shares under Resolution 1, the Company is seeking Shareholder approval, as separate resolutions, for the issue of Shares to Directors and other related parties of the Company (or their nominees) for the purposes of Listing Rule 10.11 and Chapter 2E of the Corporations Act. To the extent that each of the resolutions under Resolution 2 is approved, the issue of the relevant tranche of Shares to the related parties referred to in each of the resolutions (as the case may

be) will constitute the issue of the aggregate number of Shares approved by Shareholders under Resolution 1.

The Shares to be issued under Resolution 2 are fully paid ordinary shares in the capital of the Company and will rank equally in all respects with existing fully paid ordinary shares of the Company. Accordingly they will have the same dividend, voting and other rights as other fully paid ordinary shares on issue in the Company.

The Company was seeking further funds for its exploration programme and received an offer of a placement of 40 million Shares at 10 cents each to raise \$4 million (before costs), subject to Shareholder approval, from Mr Riley the Chairman of the Company, Mr Michael Dunbar who was appointed Managing Director effective on 31 March 2011 and Messrs Macdonald and Joyce. Following the approval of the issue of Shares to Messrs Macdonald and Joyce, they will be appointed to the board as non-executive Directors of the Company. The number of Shares to be issued to each related party is based on the number specified by each related party in his subscription for the relevant tranche of Shares.

2.2 Listing Rules and Corporations Act

Given that the proposed allottees of Shares under Resolution 2 are related parties to the Company (or their nominees), the resolution seeks Shareholder approval to comply with the regulatory requirements of Listing Rules 7.1 and 10.11 and Chapter 2E of the Corporations Act.

Listing Rules 7.1 and 10.11

Listing Rule 10.11 provides a general restriction, subject to specified exceptions, against issuing Shares to a related party without shareholder approval.

Shareholder approval is required to comply with Listing Rule 10.11 since the allottees, as current or future Directors, are related parties of the Company.

Section 208 Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. The issue of the Shares under Resolution 2 constitute the provision of a financial benefit to a related party. Section 229 of the Corporations Act includes as an example of a "financial benefit", the issuing of securities or the granting of an option to a related party.

A "related party" is widely defined under the Corporations Act, and includes a Director of the Company and a person who may become a director of the Company. For this reason Messrs Joyce and Macdonald are considered related parties of the Company.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- the giving of the financial benefit falls within an exception to the provision; or
- prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after shareholder approval is obtained.

2.3 Information Requirements for Listing Rule 10.11

(a) The Shares will be issued to the following parties (or their nominees) to the extent set out below:

Name of Related Party	Position	Number of Shares issued under Resolution 2
Graham Riley	Non-Executive Chairman	15 million Shares
Michael Dunbar	Managing Director	1 million Shares
Rodney Michael Joyce	Non-Executive Director following passing of Resolution 2	11 million Shares
Stanley Allan Macdonald	Non-Executive Director following passing of Resolution 2	13 million Shares

- (b) The date by which the Company will issue the Shares will be not more than one month after the date of the Meeting.
- (c) Graham Riley, Michael Dunbar, Rodney Michael Joyce and Stanley Allan Macdonald are either Directors or will be Directors immediately after the Meeting.
- (d) The Shares will be issued at an issue price of 10 cents each (determined based on the volume weighted average share price (**VWAP**) over the last 7 trading days prior to the Company's announcement of the Placement on 22 February 2011) to raise \$4 million (before costs).
- (e) The Shares issued will be fully paid ordinary shares in the capital of the Company and will rank equally with the Company's existing Shares on issue.
- (f) The issue of Shares will form part of the issue referred to under Resolution 1 and accordingly funds will be used for the purpose set out with respect to that Resolution.

2.4 Information requirements for Chapter 2E of the Corporations Act

- (a) The related parties to whom the financial benefit will be given are Graham Riley and Michael Dunbar (as directors of the Company), and Rodney Michael Joyce and Stanley Allan Macdonald (as proposed directors of the Company).

- (b) The nature of the financial benefit to be given is the issuing of the Shares at 10 cents each to raise \$4 million (before costs). The Shares will be issued to the related parties pursuant to the proposed issue of securities under Resolution 1 and the number of Shares issued to each related party is in accordance with the subscription of the relevant tranche of Shares made by each related party. The financial benefit to be conferred on the related parties is not part of their remuneration package;
- (c) The existing interests in the Company owned directly or indirectly by the related parties¹:

Related Party	Shares	Options
Graham Riley	327,559	400,000 ²
Michael Dunbar	Nil	500,000 ²
Rodney Michael Joyce	221,993	Nil
Stanley Allen Macdonald	1,937,878	Nil

Notes:

- This table does not take into account the Shares to be issued to the related parties if the resolutions under Resolution 2 are passed by Shareholders.
 - Employee incentive options exercisable at 25 each on or before 30 November 2011
- (d) If the Shares are issued to the related parties, this will increase the number of Shares on issue from 61,149,600 to 101,149,600 (assuming that no other options are exercised and no other Shares issued) representing 39.55% of the issued share capital of the Company as at the date of this Notice, diluting other Shareholders' interests by a corresponding amount.
- (e) The issue to each related party of the Shares has an individual dilutive effect on the shareholding of existing Shareholders as follows:

Related Party	Shares to be issued under Resolution 2	Issued Shares following issue of the Shares	Dilution effect upon issue of Shares
Graham Riley	15,000,000	101,149,600	14.83%
Michael Dunbar	1,000,000	101,149,600	0.99%
Rodney Michael Joyce	11,000,000	101,149,600	10.87%
Stanley Allen Macdonald	13,000,000	101,149,600	12.85%
Total dilution effect on existing Shareholders' interests			39.55%

- (f) Following the issue of the Shares to the related parties under the Placement, the maximum number of Shares held by the related parties and a percentage of their interest of the issued capital of the Company is set out below:

Related Party	Number of Existing Shares	Number of Shares issued under the Placement ¹	Total Shareholding	% of Issued Capital
Graham Riley	327,559	15,000,000	15,327,559	15.15%
Michael Dunbar	Nil	1,000,000	1,000,000	0.99%
Rodney Michael Joyce	221,993	11,000,000	11,221,993	11.09%
Stanley Allen Macdonald	1,937,878	13,000,000	14,937,878	14.77%
Total	2,487,430	40,000,000	42,487,430	42.00%

Note 1: This table sets out the maximum number of Shares issued under Resolution 2 to the related parties assuming that no person nominated by the related parties subscribes for the Shares. The related parties reserve the right to issue the Shares to their nominees who may be third party nominees, which will reduce their shareholding.

There are no control implications in the issue of Shares under Resolution 2, because the related parties each hold their Shares individually, they do not have a relevant interest in each others' Shares and are not acting in concert. In any event, the related parties are entitled to nominate any person to subscribe for their relevant tranche of Shares which will reduce their ultimate shareholding.

- (g) The trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	Price	Date
Highest	24 cents	4 March 2011
Lowest	7.8 cents	7 September 2010
Last	21 cents	18 March 2011

Directors' recommendation

- (h) Graham Riley and Michael Dunbar decline to make a recommendation to Shareholders in relation to the resolutions under Resolution 2 due to their material personal interest in the outcome of the Resolution.
- (i) Mr John den Dryver and Mr Gordon Dunbar who do not have a material personal interest in the outcome of the resolutions under this Resolution, recommend that Shareholders vote in favour of Resolution 2 and the giving of the financial benefit to the related parties for the reasons set out below:
- (i) the issue of the Shares provides an opportunity for low cost funding for the Company's exploration programme at a time when further capital was necessary;
 - (ii) the issue of the Shares to the proposed non-executive directors, Messrs Macdonald and Joyce, is highly attractive to the Company in that they will bring to the Board, following the Placement, their wealth of knowledge and industry experience. The addition of Messrs Macdonald and Joyce will significantly increase the Company's growth potential;
 - (iii) the issue of the Shares to the current Directors, Messrs Dunbar and Riley, will help to ensure the continued alignment of their interests with the interests of Shareholders; and
 - (iv) the issue of the Shares will provide the related parties with an opportunity to participate in the Company's future growth and gives them an incentive to contribute to that growth. The issue will increase the Company's ability to retain the services of the related parties and provide them with the motivation to make the Company more successful, improving Shareholder value.

In addition they consider the issue price of the Shares is appropriate and exceeded the seven day VWAP of the Company prior to the Company's announcement of the Placement on 22 February 2011 and is in the best interests of the Company, given that the Company funds to proceed with the scoping study and an accelerated drilling program at the Project was sought after; and

- (j) Mr John den Dryver and Mr Gordon Dunbar are not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass any of the resolutions under Resolution 2.

GLOSSARY

\$ or A\$	means Australian dollars unless otherwise specified.
ASX	ASX Limited.
Company	Gascoyne Resources Ltd ACN 139 522 900.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Explanatory Statement	the explanatory statement that accompanies this Notice.
Listing Rules	the Listing Rules of the ASX.
Meeting or General Meeting	the meeting convened by the Notice of Meeting.
Notice or Notice of Meeting	this Notice of General Meeting.
Proxy Form	the personalised proxy form enclosed with this Notice of Meeting which forms part of the Notice.
Resolution	the resolution set out in the Notice of Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
WST	Western Standard Time as observed in Perth, Western Australia.

Corporate Representative Form

Shareholder Details

This is to certify that by a resolution of the Directors of:

..... (Company),
Insert name of shareholder company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Gascoyne Resources Limited to be held on 20 April 2011 and at any adjournments of that meeting/all meetings of the members of Gascoyne Resources Limited.

DATED 2011

Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
- Insert the date of execution where indicated.
- Send or deliver the Certificate to the registered office of Gascoyne Resources Limited at Suite 8, 8 Clive Street, WEST PERTH, WA, AUSTRALIA, 6005 or fax the Certificate to the registered office at +61 8 9481 0411.

PROXY F O R M

The Secretary
Gascoyne Resources Ltd
PO Box 1449
West Perth WA 6872
FAX: (08) 9481 0411

I/We (full name) _____

Of _____

being a member(s) of Gascoyne Resources Limited, hereby appoint as my/our proxy

Of _____

or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 10.30am on Wednesday, 20th April 2011 and at an adjournment thereof in respect of ___% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

Usual Signature

Dated this _____ day of _____ 2011

Usual Signature

RESOLUTIONS

FOR

AGAINST

ABSTAIN

Resolution 1 – Approval of Issue of Shares

Resolution 2 – Approval of the Issue of Securities to Related Parties (or their nominees)

- Issue of 15 million Shares to Graham Riley

- Issue of 1 million Shares to Michael Dunbar

- Issue of 11 million Shares to Rodney Michael Joyce

- Issue of 13 million Shares to Stanley Allan Macdonald

If the Member is a Company

Signed in accordance with the constitution of the company (affix common seal if applicable)

Director/Sole Director

Director/Secretary

Sole Director and Sole Secretary

Dated this _____ day of _____ 2011.

INSTRUCTIONS AS TO VOTING

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a "X" in the appropriate box for each Resolution, otherwise your proxy will vote as he/she thinks fit or abstain from voting. OR

If the Chairman of the meeting is appointed as your proxy or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of resolutions, please place a mark in this box. ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a Resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on a Resolution in which he has an interest and your votes will not be counted in calculating the required majority if a poll is called on a Resolution. The Chairman intends to vote in favour of each Resolution.

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company, posted to PO Box 1449 West Perth 6872 or sent by facsimile to Fax: 08 9481 0411 to be received not later than 10.30am on Monday 18 April 2011.
5. If the member is a company it must execute under its common seal or otherwise in accordance with Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company; or
 - a director and a company secretary of the company: or
 - for a proprietary company that has a sole director who is also the sole company secretary, that director.