

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Gascoyne Resources Limited ("Company")

ACN/ARSN 139 522 900

1. Details of substantial holder (1)

Name Rodney Michael Joyce

ACN/ARSN (if applicable)

The holder became a substantial holder on 03/5/2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	7,421,993	7,421,993	7.34%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Rodney Michael Joyce	Registered holder	4,400,000 fully paid ordinary shares
Nada Granich	Registered holder	221,993 fully paid ordinary shares
Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	Registered holder	2,800,000 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Rodney Michael Joyce	Rodney Michael Joyce	Rodney Michael Joyce	4,400,000 fully paid ordinary shares
Nada Granich	Nada Granich	Nada Granich	221,993 fully paid ordinary shares
Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	2,800,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Rodney Michael Joyce	3.5.2011	\$440,000		4,400,000 fully paid ordinary shares
Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	3.5.2011	\$280,000		2,800,000 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Nada Granich	Spouse

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Rodney Michael Joyce	43 Viking Road, Dalkeith WA 6009
Nada Granich	43 Viking Road, Dalkeith WA 6009
Rodney Michael Joyce & Nada Granich <Joyce & Granich Superannuation Fund>	43 Viking Road, Dalkeith WA 6009

Signature

print name **Eva O'Malley**

capacity **Company Secretary**

sign here



DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:

- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
-

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Gascoyne Resources Limited ("Company")

ACN/ARSN 139 522 900

1. Details of substantial holder (1)

Name Stanley Allan Macdonald

ACN/ARSN (if applicable)

The holder became a substantial holder on 03/5/2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	12,137,878	12,137,878	12%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Stanley Allan Macdonald	Registered holder	1,860,679 fully paid ordinary shares
Creekwood Nominees Pty Ltd	Registered holder	27,199 fully paid ordinary shares
Creekwood Nominees Pty Ltd <Challenger A/C>	Registered holder	9,250,000 fully paid ordinary shares
Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Registered holder	1,000,000 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Stanley Allan Macdonald	Stanley Allan Macdonald	Stanley Allan Macdonald	1,860,679 fully paid ordinary shares
Creekwood Nominees Pty Ltd	Creekwood Nominees Pty Ltd	Creekwood Nominees Pty Ltd	27,199 fully paid ordinary shares
Creekwood Nominees Pty Ltd <Challenger A/C>	Creekwood Nominees Pty Ltd <Challenger A/C>	Creekwood Nominees Pty Ltd <Challenger A/C>	9,250,000 fully paid ordinary shares
Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	1,000,000 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Creekwood Nominees Pty Ltd <Challenger A/C>	3.5.2011	\$925,000		9,250,000 fully paid ordinary shares
Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	3.5.2011	\$100,000		1,000,000 fully paid ordinary shares

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Creekwood Nominees Pty Ltd	Mr Macdonald is a director of the company

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Creekwood Nominees Pty Ltd <Challenger A/C>	52 Challenger Parade, City Beach WA 6015
Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	52 Challenger Parade, City Beach WA 6015

Signature

print name **Eva O'Malley**

capacity **Company Secretary**

sign here



DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

- (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
 - (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
-

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Gascoyne Resources Limited ("Company")

ACN/ARSN 139 522 900

1. Details of substantial holder (1)

Name Graham Douglas Riley

ACN/ARSN (if applicable)

The holder became a substantial holder on 03/5/2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	13,977,559	13,977,559	13.82%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	Registered holder	11,050,000 fully paid ordinary shares
Satinbrook Pty Ltd	Registered holder	2,927,559 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	11,050,000 fully paid ordinary shares
Satinbrook Pty Ltd	Satinbrook Pty Ltd	Satinbrook Pty Ltd	2,927,559 fully paid ordinary shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	3.5.2011	\$1,100,000		11 million fully paid ordinary shares
Satinbrook Pty Ltd	3.5.2011	\$265,000		2,650,000 fully paid ordinary shares

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Satinbrook Pty Ltd	Mr Riley is a director

The addresses of persons named in this form are as follows:

Name	Address
Graham Douglas Riley & Anne Marie Riley <The Riley Super Fund Account>	9A Pearse Street, Cottesloe WA 6011
Satinbrook Pty Ltd	9A Pearse Street, Cottesloe WA 6011

print name **Eva O'Malley**

capacity Company Secretary

sign here

Emally

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of 'associate' in section 9 of the Corporations Act 2001.
- (3) See the definition of 'relevant interest' in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of 'relevant agreement' in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write 'unknown'.
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.