SEPTEMBER QUARTERLY REPORT 2012

GASCOYNE RESOURCES LIMITED

57 139 522 900

HIGHLIGHTS

TECHNICAL:

Glenburgh Gold Project

- During the quarter the Glenburgh JORC resource was updated resulting in a significant increase to

  27.1 Mt @ 1.2 g/t gold for 1,040,000 oz of gold

  - This equates to an increase of 47% in total ounces and a 56% increase in global resource tonnes since the February 2012 estimate
  - The Indicated Resource was increased by 305% to **10.1 Mt @ 1.3 g/t gold for 420,000 oz**

- Drilling continued during the quarter with significant mineralisation discovered including:
  - Tuxedo Deposit area
    11m @ 3.5 g/t gold including **5m @ 7.0 g/t gold, 1m @ 29.6 g/t gold**
    17m @ 1.4 g/t gold including **6m @ 2.8 g/t gold**
  - Apollo Deposit
    13.5m @ 2.8 g/t gold
  - Icon Deposit
    12.4m @ 2.3 g/t gold incl. 3m @ 6.8 g/t gold
  - Zone 126 Deposit
    15.45m @ 3.9g/t gold incl. 4m @ 13.0 g/t gold
  - Zone 102 Deposit
    6m @ 4.5 g/t gold (incl. 3m @ 8.0g/t)
    4m @ 3.1 g/t gold
  - A New Discovery in the SW Target Zone
    29m @ 0.8 g/t gold including **3m @ 1.7 g/t gold**

- The Feasibility Study has also progressing rapidly, with key consultants appointed, significant metallurgical, hydrogeological and engineering improvements identified.
- Mr Andrew Fox has been appointed to the role of Glenburgh Project Manager, responsible for the Feasibility Study and all ongoing project development activities.

Dalgaranga Gold Project

- During the quarter, the company acquired 80% interest in the 380,000 oz Dalgaranga Gold Project, which includes 850 km2 of the under explored Achaean greenstone belt approximately 65km north west of the town of Mount Magnet in the Murchison region of Western Australia.
- The acquisition consideration was $150,000 cash and 7 Million GCY shares (to be issued on completion). This equates to approximately $4/resource oz of gold

CORPORATE:

- Shortly after the end of the quarter, the Company's Chairman, Mr Graham Riley notified the board of his intention to resign as Chairman, while remaining on the board as a non-executive Director. As a result, he has been replaced by Mr Mike Joyce as Chairman. The board thanks Mr Riley for his efforts as Chairman since the company was listed on the ASX.

CORPORATE DETAILS
ASX Code: GCY
Shares: 136.6M
Share Price: 23 cents
Market Cap: $31 M

ASSETS
Cash: $3.1 M

Glenburgh (100%) 1,040,000 oz Gold
Dalgaranga (80%) 380,000 oz Gold

BOARD
Non-Executive Chairman
Mike Joyce

Managing Director
Michael Dunbar

Non-Executive Directors
John den Dryver
Gordon Dunbar
Graham Riley
Stan Macdonald

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REVIEW OF OPERATIONS

GLENBURGH

E09/1325, 1764, 1865 & 1866, ELA 1946, 1947, 1988, 2012 & 2013, P09/471-744, MLA 09/148 - 100% Gascoyne

Drilling of the 40,000m drill program continued during the quarter with over 30,000m completed to date. This drilling has been incorporated in an updated resource estimate, which was completed on the 2nd of October. The Glenburgh JORC Indicated and Inferred resource has now grown by over 800,000 ounces of gold in the last two years to **27.1 Mt @ 1.2 g/t gold for 1,040,000 oz of gold** using a 0.5g/t cutoff (see Table 1 & 2 and Figures 1 & 2)

RESOURCE UPDATE:

The resource modelling and estimation has been completed by Runge Limited, an external and independent global resource consultancy. See the resource announcement released to ASX on the 2nd of October for more details.

Highlights from this significant resource upgrade include:

- Total Indicated and Inferred Resource **27.1 Mt @ 1.2 g/t gold for 1,040,000 oz** of gold (at a 0.5g/t cutoff)
- 305% increase in the Indicated Resource to category of **10.1 Mt @ 1.3 g/t gold for 419,000 oz**
- 47 % increase in total resource
- 56 % increase in global resource tonnes over previous estimate
- Higher grade "core" of the resources contains **11.8Mt @ 1.8g/t gold for 675,000 oz** (at a 1g/t cutoff)

Table 1: Glenburgh Deposits
September 2012 Mineral Resource Estimate (0.5g/t Au Cut-off)

Type	Indicated			Inferred			Total		
	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces
Transitional	0.7	1.0	23,500	1.3	1.1	47,100	**2.1**	**1.1**	**71,000**
Fresh	9.3	1.3	395,100	15.6	1.1	570,100	**25.0**	**1.2**	**965,000**
Total	**10.1**	**1.3**	**420,000**	**17.0**	**1.1**	**620,000**	**27.1**	**1.2**	**1,040,000**

Note: Discrepancies in totals are a result of rounding

EXPLORATION DRILLING:

Drilling has been ongoing for the bulk of the quarter with one multipurpose (RC / Diamond) drilling rig. A total of four ASX announcements relating to exploration drilling results were released during the quarter (on the 7th and 27th of July, 4th and 26th of September). Investors are directed to each of the ASX announcements for additional details. Some of the more significant drilling results returned during the quarter include:

- Tuxedo Deposit area
  - **11m @ 3.5 g/t gold** including **5m @ 7.0 g/t gold, 1m @ 29.6 g/t gold**
  - **17m @ 1.4 g/t gold** including **6m @ 2.8 g/t gold**
- Apollo Deposit
  - **13.5m @ 2.8 g/t gold**

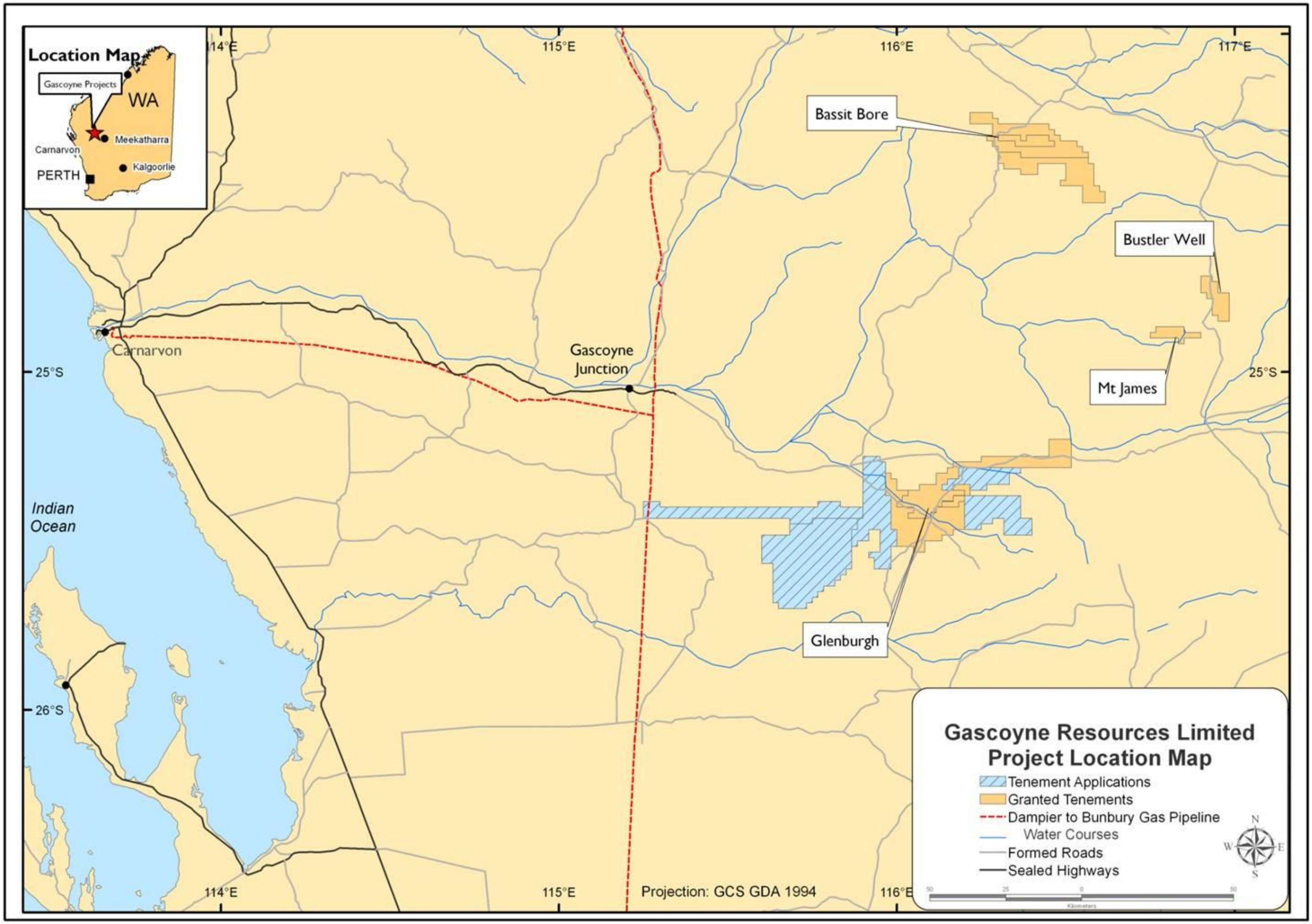

Figure 1: Gascoyne Region – Gascoyne Resources Project Locations

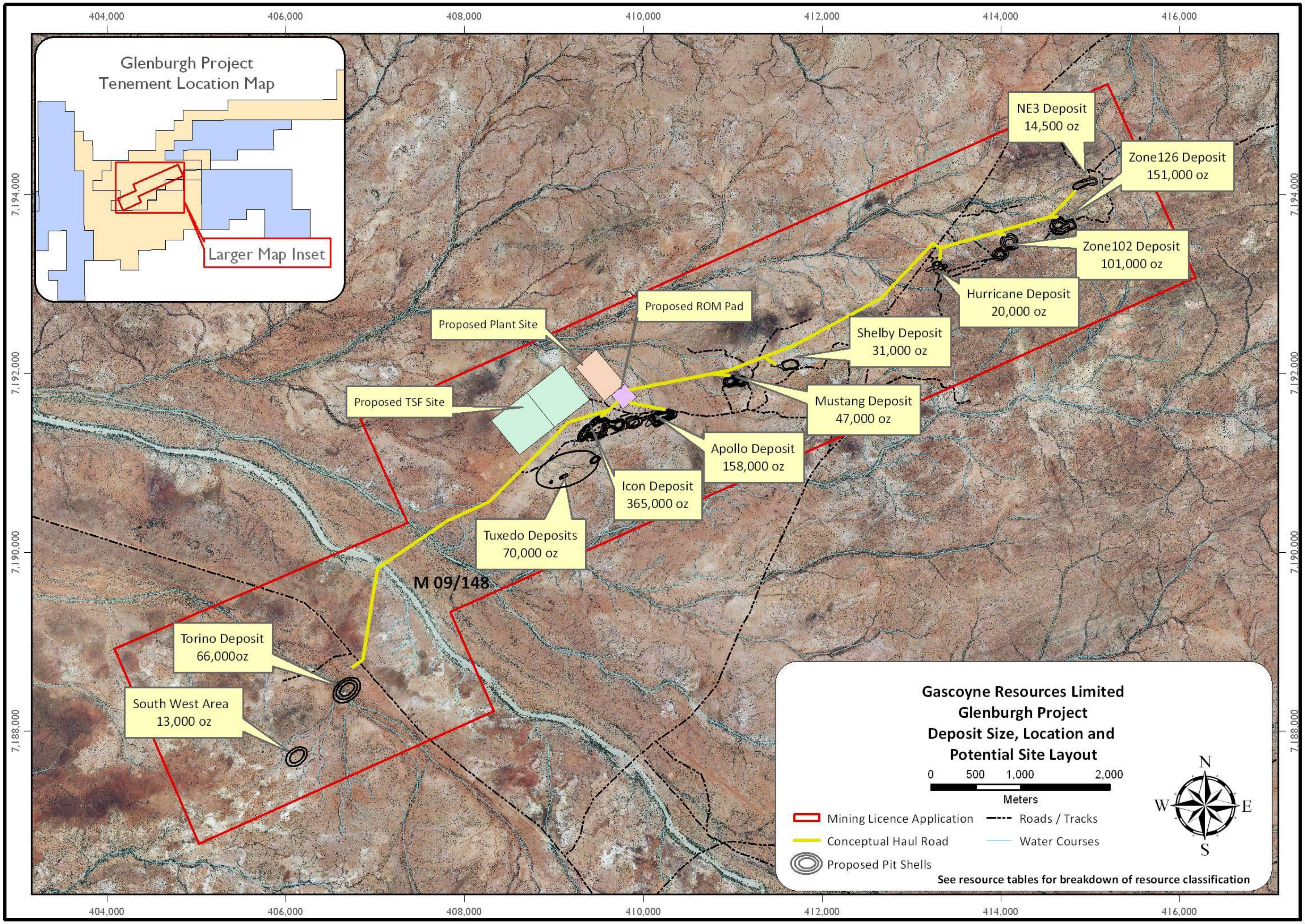

Figure 2: Plan showing Deposit Location, Resources and Conceptual Site-Layout

Table 2: Glenburgh Deposits - Area Summary
September 2012 Mineral Resource Estimate (0.5g/t Au Cut-off)

Area	Indicated			Inferred			Total		
	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces
Icon	5.5	1.0	176,900	5.2	1.1	187,900	**10.7**	**1.1**	**364,800**
Apollo	1.6	1.6	82,900	2.2	1.1	75,100	**3.8**	**1.3**	**158,000**
Tuxedo	0.9	0.9	26,000	1.5	0.9	44,100	**2.4**	**0.9**	**70,100**
Mustang				1.5	1.0	47,000	**1.5**	**1.0**	**47,000**
Shelby				1.0	1.0	30,700	**1.0**	**1.0**	**30,700**
Hurricane				0.6	1.0	20,200	**0.6**	**1.0**	**20,200**
Zone 102	1.4	1.5	68,500	0.8	1.2	32,600	**2.2**	**1.4**	**101,100**
Zone 126	0.7	3.0	64,300	1.7	1.6	86,800	**2.4**	**2.0**	**151,100**
NE3				0.5	0.9	14,400	**0.5**	**0.9**	**14,400**
Torino				1.6	1.3	65,700	**1.6**	**1.3**	**65,700**
SW Area				0.4	1.1	12,800	**0.4**	**1.1**	**12,800**
Total	**10.1**	**1.3**	**420,000**	**17.0**	**1.1**	**620,000**	**27.1**	**1.2**	**1,040,000**

Note: Discrepancies in totals are a result of rounding

DRILLING (continued):

- Icon Deposit
  12.4m @ 2.3 g/t gold incl. 3m @ 6.8 g/t gold
  1m @ 24.8 g/t gold

- Zone 126 Deposit
  15.45m @ 3.9g/t gold incl. 4m @ 13.0 g/t gold

- Zone 102 Deposit
  6m @ 4.5 g/t gold (incl. 3m @ 8.0g/t)
  4m @ 3.1 g/t gold

- A New Discovery in the SW Target Zone
  29m @ 0.8 g/t gold including **3m @ 1.7 g/t gold**

All of these drilling results have been incorporated into the revised resource estimate as outlined above. Drilling will continue through the December quarter with the focus shifting from resource drilling around known deposits to first pass testing of exploration targets with shallow Aircore holes.

FEASIBILITY STUDY UPDATE:

During the quarter, significant progress has been made on the Glenburgh Feasibility Study.

Activities have included:

Appointment of Project Manager:

One of the major steps forward for the Company's Feasibility Study during the quarter was the appointment of Mr Andrew Fox to the position of Glenburgh Project Manager. This is a significant step forward not only for the Feasibility Study, but also for the ongoing development of the Company's flagship project.

Andrew Fox has over twenty years of metal mining experience in operations, management and study roles. Most recently he was with Evolution Mining as Group Mining Engineer. During his twelve years with Newmont and Normandy Mining his roles included Underground Manager at the Callie mine in the Northern Territory; and Manager of the regional mine planning group, which provided mine planning, resource estimation and geotechnical services to all Newmont Asia Pacific sites; and provided specialist planning and evaluation for Newmont globally.

Process Engineering:

After a competitive tender process, the Company is pleased to announce that GR Engineering services (GNG) has been appointed to provide all the process engineering components of the Glenburgh Feasibility Study. A highly experienced process, mechanical and electrical engineering team has been assembled and have already commenced work on the study.

The engineering components of the study are expected to be completed by mid-December, and to an accuracy of 10 – 15%. GNG will provide the flow sheet, engineering details, and electrical design as well as building up capital and operating costs for the project.

Metallurgy:

Detailed metallurgical test work has confirmed the excellent leaching recoveries received from previous test work. Gold recoveries of up to 97% have been achieved from the dedicated metallurgical drillholes and gravity recoveries of up to 68%.

These tests have exceeded expectations.

In addition to the leach recovery tests, a detailed comminution testwork program has been undertaken. This has shown that the mineralisation at Glenburgh can be milled using a simple semi autogenous grinding (SAG) mill. This is a significant improvement in the process flowsheet for Glenburgh. It is expected that this will result in a simpler flow sheet than what was envisaged in the 2011 Scoping Study.

Improvements has also been achieved from other metallurgical tests, including a slightly reduced rod and ball mill work indexes, with tests showing a reduction from 20-22kWh/t, to 19kWh/t, lower than expected abrasion indexes, crusher work indexes of between 9 and 36kWh/t and USC tests generally between 6 and 60MPa. Whilst all of these tests are individually important, they collectively show a significant improvement in the flow sheet and expected processing costs for the Glenburgh project.

Geotechnical:

The scoping study highlighted the Glenburgh project's sensitivity to waste mining costs; as a result detailed geotechnical logging of 10 diamond drill holes from the four main proposed pits has been completed. The logging identified that competent rock extends to within less than 10 metres of the surface. This is expected to allow relatively steep wall angles thereby reducing the waste to ore ratio.

The pit wall stability modelling and physical testwork program is well advanced, with preliminary results expected in around two weeks to allow pit optimisation to be undertaken as scheduled for the Feasibility Study.

Hydrogeology:

Four production water bores have been drilled, constructed and pump tested. These bores have identified an aquifer that will provide sufficient water for the process requirements. A conceptual bore field layout has been designed and, further test bore holes will be drilled as part of the implementation of the project.

The water quality from the production water bores is excellent with salinity ranging between 1200 to 4500mg/L TDS.

One potable water bore has also been drilled and constructed close to the proposed accommodation village site.

Environmental Baseline Studies:

As part of the approvals process required for the development of the project, flora and fauna studies are required to assess the environmental impact the project. Part of this process is to conduct seasonal baseline studies of both the local flora and fauna (during Autumn and Spring).

The Autumn flora and fauna baseline studies have been completed and the Spring survey has also been completed. The reports on the surveys are expected to be completed in November.

GLENBURGH FORWARD PROGRAM

The main focus for the Company remains the Feasibility study and ongoing exploration at the Glenburgh Project. The forward program includes:

- Mining studies (Pit optimisation, Pit and dump design, mining schedules)
- Mining reserve calculation
- Tailings storage facility design
- Process plant design
- Capital and operating cost estimates
- Ongoing environmental studies required for the project's approvals process

The study is on track, with completion expected in early 2013.

In addition to the Feasibility Study, a range of exploration activities are ongoing including Aircore drilling of geochemical and structural targets, detailed soil sampling along strike from the high grade Zone 126 deposit and regional stream sediment sampling.

Further results and information will be provided as they become available.

DALGARANGA

ELA21/173, 174, ELA59/1904, 1905 1906 - 80% Gascoyne

On the 6th of August the company entered into a binding agreement to purchase the Dalgaranga gold project and surrounding exploration tenements from private tenement holders. Dalgaranga is located 70km NW of Mt Magnet in the Murchison region of Western Australia (see Figure 3), and contains JORC gold resources of:

- **7.5 Mt @ 1.58 g/t gold for 382,000 ounces in the Measured and Indicated categories (Table 3)**

There has been very limited recent exploration conducted at Dalgaranga, and Gascoyne has identified excellent potential for resource growth, including a number of prospects with significant high grade gold intersections including; **22m @ 6g/t gold** and **6m @ 10.2 g/t gold and 7m @ 10.8 g/t gold** that have not been followed up and are yet to be included in the resource base (see Figure 4).

Gascoyne will acquire an 80% interest in the Dalgaranga project by issuing a total of 7 million Gascoyne shares and payment of $150,000 cash upon formal documentation. Gascoyne may move to 100% ownership of the project at development should the vendors elect to exchange their 20% interest for a 2% NSR royalty.

Table 3: Dalgaranga Deposits
Mineral Resource Estimate (0.7g/t Au Cut-off)

Deposit	Measured			Indicated			Total		
	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces	Tonnes Mt	Au g/t	Au Ounces
Gilbeys	0.598	1.4	26,700	6.888	1.6	354,000	**7.486**	**1.58**	**380,700**
Golden Wings Laterite	0.039	0.8	1,000				**0.039**	**0.8**	**1,000**
Vickers Laterite	0.016	1.2	600				**0.016**	**1.2**	**600**
Total	**0.653**	**1.3**	**28,300**	**6.888**	**1.6**	**354,000**	**7.541**	**1.58**	**382,300**

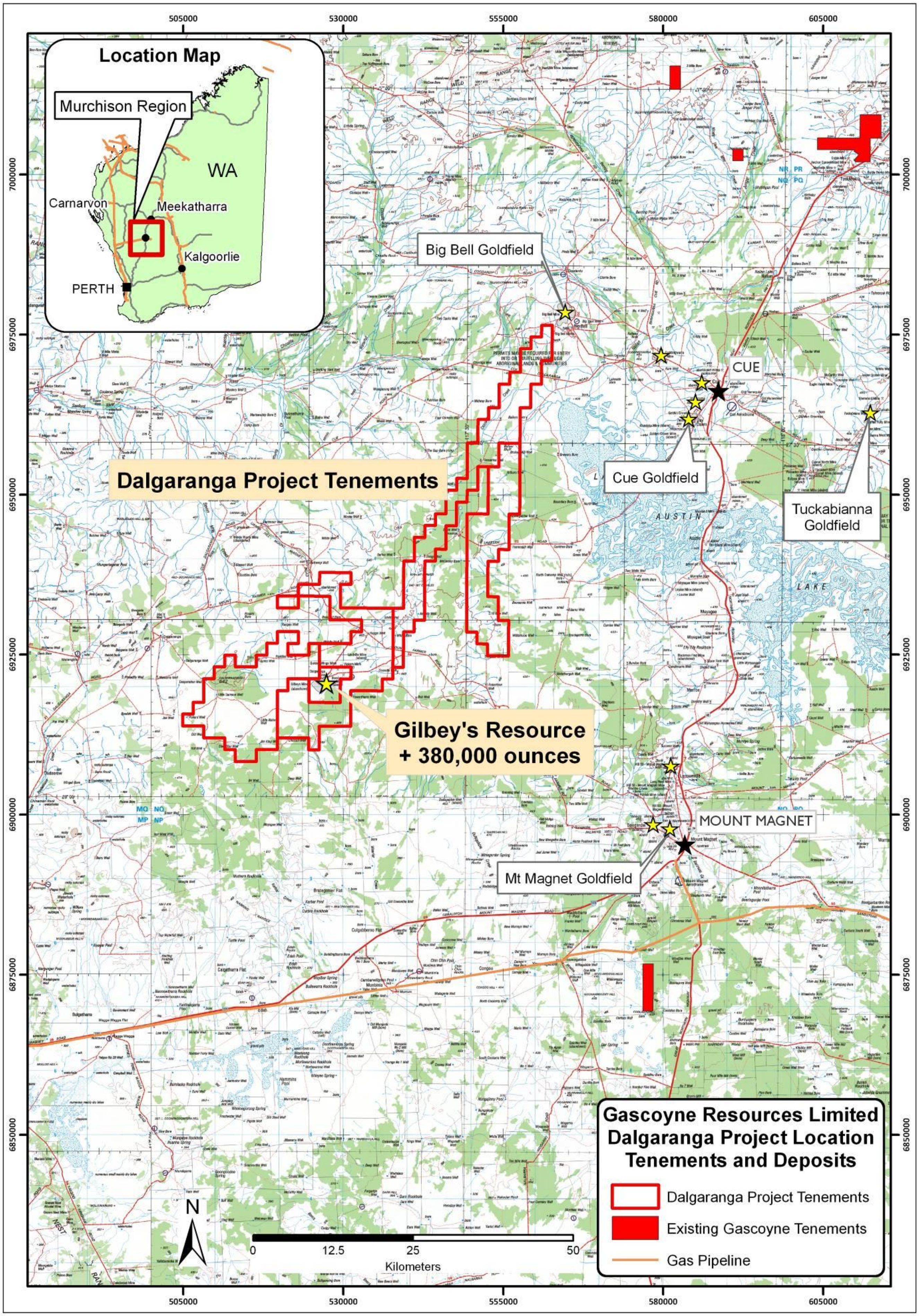

Figure 3: Location of Dalgaranga Gold Project

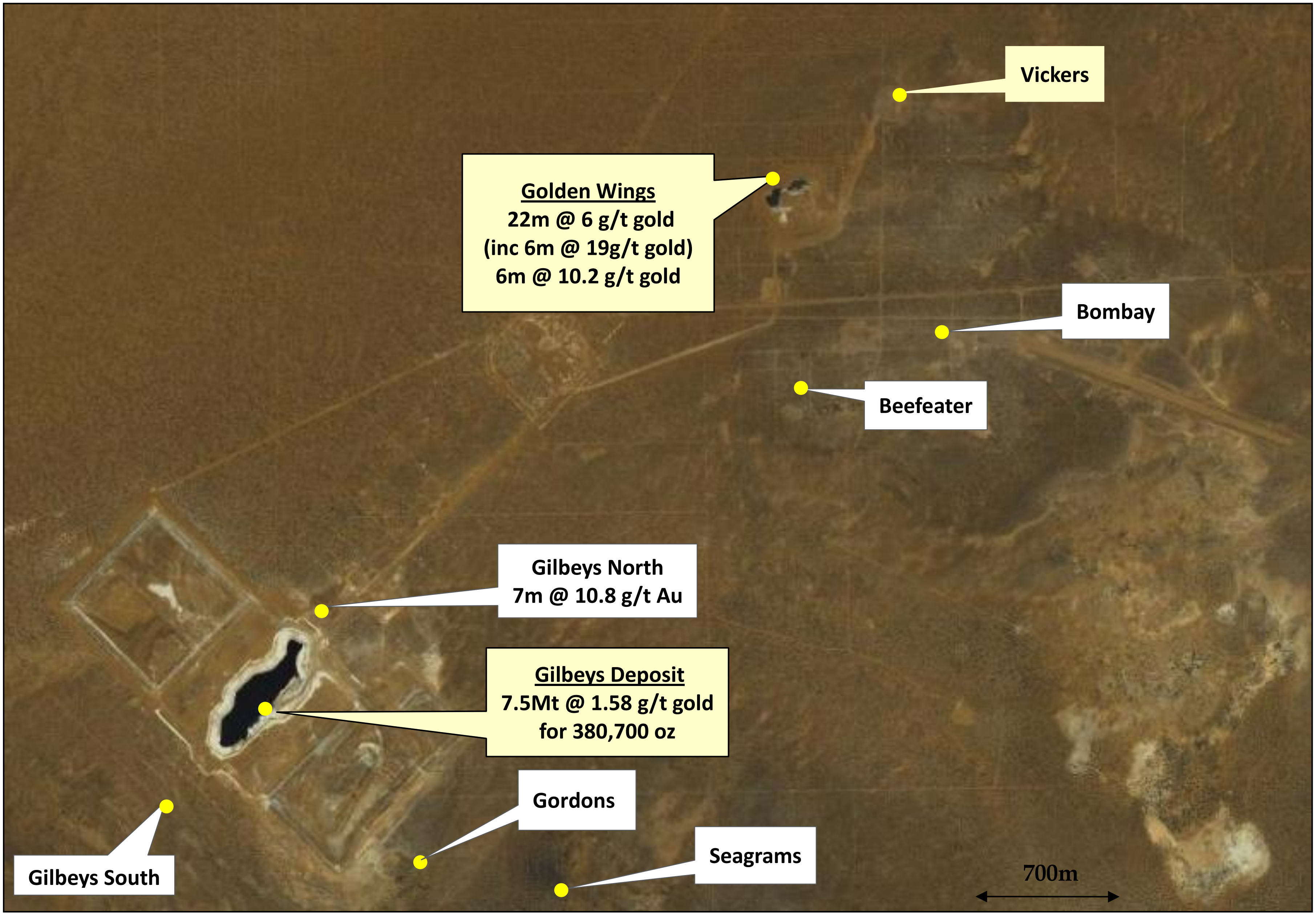

Figure 4: Plan showing Deposit Locations

OTHER PROJECTS (Higginsville, Bassit Bore, Bustler Well, Mt James and Murchison)

No field exploration was undertaken on these projects during the quarter. After review of the aeromagnetic and historical exploration data, one of the small exploration licences south of Mount Magnet (E58/399) was relinquished. The historical data and interpretation of the magnetic information indicates that the area doesn't contain any of the prospective greenstone stratigraphy that is known to host the gold mineralisation in the region.

CORPORATE

On the 3rd of October, the company's founding Chairman; Mr Graham Riley resigned as chairman for personal reasons, while he will remain on the board as a non-executive director. Graham has been replaced by Mr Mike Joyce as Chairman of the Company. Mr Joyce is a current non-executive director, a substantial shareholder of the Company and brings a wealth of project exploration and development experience to the role.

Information in this announcement relating to mineral resources and exploration results is based on data compiled by Gascoyne's Managing Director Mr Michael Dunbar who is a member of The Australasian Institute of Mining and Metallurgy. Mr Dunbar has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Competent Persons under the 2004 Edition of the Australasian Code for reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Dunbar consents to the inclusion of the data in the form and context in which it appears.

The resources quoted for the Dalagranga project have been sourced from Equigold NL annual reports, and other publicly available reports which have undergone a number of peer reviews by qualified consultants, that conclude that the resources comply with the JORC code and suitable for public reporting.

Resources quoted for the Glenburgh Project have been estimated for Gascoyne Resources Limited by Runge Pty Ltd, an international and independent resource consultancy.

Gascoyne Resources Limited – Background

Gascoyne Resources Limited was listed on the ASX in December 2009 and is focused on exploration and development of a number of gold projects in Western Australia.
The company owns two main gold projects which contain a combined 1.4 million ounces of contained gold:

GLENBURGH (100% GCY):

The Glenburgh Project in the Gascoyne region of Western Australia, has an Indicated and Inferred resource of: 27.1 Mt @ 1.2g/t Au for 1,040,000oz gold from several prospects within a 20km long shear zone (see Table 1 & 2)

Following a positive Scoping Study completed in late 2011, the Company has commenced a Feasibility Study on the project. The study has included approximately 30,000m of resource drilling, metallurgical drilling and testwork, geotechnical, hydro geological and environmental assessments. Resource and mining studies as well as engineering studies and evaluations are underway with completion expected within the next 6 months.

DALGARANGA (80% GCY):

The Dalgaranga project is located approximately 70km by road NW of Mt Magnet in the Murchison gold mining region of Western Australia and covers the majority of the Dalgaranga greenstone belt. After discovery in the early 1990's, the project was developed and from 1996 to 2000 produced 229,000 oz's of with reported cash costs of less than $350/oz.

The project contains a remnant JORC Measured and Indicated resource of 7.5 Mt @ 1.6g/t Au for 380,000 ounces of contained gold (see table 3 & 4). Given the increase in the gold price since mining operations ceased in 2000, there is significant potential to extract significantly more of the know resource.

Significant exploration also remains outside the known resource with exploration drill results of 22m @ 6g/t gold (including 6m @ 19g/t gold) and 6m @ 10.2 g/t gold and 7m @ 10.8 g/t gold that has not been adequately followed up and is yet to be included in the resource.

Gascoyne Resources' immediate focus is to continue the evaluation of the Glenburgh gold deposits to delineate meaningful increases in the resource base and to identify and test additional targets in the Glenburgh mineralised system.

Further information is available at www.gascoyneresources.com.au

Rule 5.3

Appendix 5B

Mining exploration entity quarterly report

Introduced 01/07/96 Origin Appendix 8 Amended 01/07/97, 01/07/98, 30/09/01, 01/06/10, 17/12/10

Name of entity

Gascoyne Resources Limited

ABN

57 139 522 900

Quarter ended ("current quarter")

30 September 2012

Consolidated statement of cash flows

		Current quarter $A'000	Year to date (12 months) $A'000
	Cash flows related to operating activities		
1.1	Receipts from product sales and related debtors		
1.2	Payments for (a) exploration & evaluation	(2,497)	(2,497)
	(b) development		
	(c) production		
	(d) administration	(253)	(253)
1.3	Dividends received		
1.4	Interest and other items of a similar nature received	60	60
1.5	Interest and other costs of finance paid		
1.6	Income taxes paid		
1.7	Other		
	Net Operating Cash Flows	(2,690)	(2,690)
	Cash flows related to investing activities		
1.8	Payment for purchases of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.9	Proceeds from sale of: (a) prospects		
	(b) equity investments		
	(c) other fixed assets		
1.10	Loans to other entities		
1.11	Loans repaid by other entities		
1.12	Other Payments for security deposits		
	Net investing cash flows		
1.13	Total operating and investing cash flows (carried forward)	(2,690)	(2,690)

1.13	Total operating and investing cash flows (brought forward)	(2,690)	(2,690)
	Cash flows related to financing activities		
1.14	Proceeds from issues of shares, options, etc.		
1.15	Proceeds from sale of forfeited shares		
1.16	Proceeds from borrowings		
1.17	Repayment of borrowings		
1.18	Dividends paid		
1.19	Other – Capital Raising Costs		
	Net financing cash flows		
	Net increase (decrease) in cash held	(2,690)	(2,690)
1.20	Cash at beginning of quarter/year to date	5,789	5,789
1.21	Exchange rate adjustments to item 1.20		
1.22	**Cash at end of quarter**	3,099	3,099

Payments to directors of the entity and associates of the directors Payments to related entities of the entity and associates of the related entities

		Current quarter $A'000
1.23	Aggregate amount of payments to the parties included in item 1.2	122
1.24	Aggregate amount of loans to the parties included in item 1.10	

1.25 Explanation necessary for an understanding of the transactions

Directors fees $122k

Non-cash financing and investing activities

2.1 Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows

2.2 Details of outlays made by other entities to establish or increase their share in projects in which the reporting entity has an interest

Financing facilities available

Add notes as necessary for an understanding of the position.

		Amount available $A'000	Amount used $A'000
3.1	Loan facilities		
3.2	Credit standby arrangements		

Estimated cash outflows for next quarter

		$A'000
4.1	Exploration and evaluation	1,500
4.2	Development	
4.3	Production	
4.4	Administration	300
	Total	**1,800**

Reconciliation of cash

Reconciliation of cash at the end of the quarter (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.		Current quarter $A'000	Previous quarter $A'000
5.1	Cash on hand and at bank	1,099	3,289
5.2	Deposits at call	-	-
5.3	Bank overdraft	-	-
5.4	Other: Term deposits	2,000	2,500
	Total: cash at end of quarter (item 1.22)	3,099	5,789

+ See chapter 19 for defined terms.

Changes in interests in mining tenements

		Tenement reference	Nature of interest (note (2))	Interest at beginning of quarter	Interest at end of quarter
6.1	Interests in mining tenements relinquished, reduced or lapsed	E58/399	Relinquished	100%	0%
6.2	Interests in mining tenements acquired or increased	E09/2012	Application	0%	100%
		E09/2013	Application	0%	100%
		P09/471	Granted	100%	100%
		P09/472	Granted	100%	100%
		P09/473	Granted	100%	100%
		P09/474	Granted	100%	100%
		E70/4399	Granted	100%	100%
		E20/799	Granted	100%	100%
		E21/173	Application	0%	80%
		E21/174	Application	0%	80%
		E59/1904	Application	0%	80%
		E59/1905	Application	0%	80%
		E59/1906	Application	0%	80%

Issued and quoted securities at end of current quarter

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

		Total number	Number quoted	Issue price per security (see note 3) (cents)	Amount paid up per security (see note 3) (cents)
7.1	**Preference +securities** *(description)*				
7.2	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs, redemptions				
7.3	**+Ordinary securities**	136,619,520	136,619,520		

+ See chapter 19 for defined terms.

7.4	Changes during quarter (a) Increases through issues (b) Decreases through returns of capital, buy-backs				
7.5	**+Convertible debt securities** *(description)*				
7.6	Changes during quarter (a) Increases through issues (b) Decreases through securities matured, converted				
7.7	**Options** *(description and conversion factor)*	1,000,000 1,800,000	Nil Nil	*Exercise price* *$0.40* *$0.40*	*Expiry date* *31 August 2014* *16 November 2013*
7.8	Issued during quarter				
7.9	Exercised during quarter				
7.10	Expired during quarter				
7.11	**Debentures** *(totals only)*				
7.12	**Unsecured notes** *(totals only)*				

Compliance statement

1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Act or other standards acceptable to ASX (see note 5).

2 This statement does give a true and fair view of the matters disclosed.

Sign here: EOMalley Date: 31 October 2012
(Company secretary)

Print name: Eva O'Malley

+ See chapter 19 for defined terms.

Notes

1 The quarterly report provides a basis for informing the market how the entity's activities have been financed for the past quarter and the effect on its cash position. An entity wanting to disclose additional information is encouraged to do so, in a note or notes attached to this report.

2 The "Nature of interest" (items 6.1 and 6.2) includes options in respect of interests in mining tenements acquired, exercised or lapsed during the reporting period. If the entity is involved in a joint venture agreement and there are conditions precedent which will change its percentage interest in a mining tenement, it should disclose the change of percentage interest and conditions precedent in the list required for items 6.1 and 6.2.

3 **Issued and quoted securities** The issue price and amount paid up is not required in items 7.1 and 7.3 for fully paid securities.

4 The definitions in, and provisions of, *AASB 6: Exploration for and Evaluation of Mineral Resources* and *AASB 107: Statement of Cash Flows* apply to this report.

5 **Accounting Standards** ASX will accept, for example, the use of International Financial Reporting Standards for foreign entities. If the standards used do not address a topic, the Australian standard on that topic (if any) must be complied with.

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