

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Gascoyne Resources LimitedACN/ARSN 139 522 900**1. Details of substantial holder (1)**Name Graham Douglas Riley

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on

6/2/2013The previous notice was given to the company on 9/9/2011The previous notice was dated 9/9/2011**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	11,327,559	11.1%	14,073,071	8.89%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/5/2012	Satinbrook Pty Ltd	Participation in 1 for 5 rights issue	\$16,000.00	80,000 fully paid ordinary shares	80,000
16/5/2012	Graham Douglas Riley and Anne Marie Riley <The Riley Super Fund A/C>	Participation in 1 for 5 rights issue	\$453,102.40	2,265,512 fully paid ordinary shares	2,265,512
30/11/2011	Satinbrook Pty Ltd	Exercise of options	\$100,000.00	400,000 fully paid ordinary shares	400,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of securities	Person's votes
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Interest		(8)			
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>	Registered Holder	13,593,071 fully paid ordinary shares	13,593,071
Satinbrook Pty Ltd	Satinbrook Pty Ltd	Satinbrook Pty Ltd	Registered Holder	480,000	480,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

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

Signature

print name **Eva O'Malley** capacity **Company Secretary**

sign here  date **8/2/2013**

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) 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.
 - (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Gascoyne Resources LimitedACN/ARSN 139 522 900**1. Details of substantial holder (1)**Name Rodney Michael Joyce

ACN/ARSN (if applicable) _____

There was a change in the interests of the
substantial holder on 6/2/2013The previous notice was given to the company on 3/5/2011The previous notice was dated 3/5/2011**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	7,421,993	7.34%	8,906,392	5.63%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16 May 2012	Rodney Michael Joyce	Participation in 1 for 5 rights issue	\$176,000.00	880,000 fully paid ordinary shares	880,000
16 May 2012	Nada Granich	Participation in 1 for 5 rights issue	\$8,879.80	44,399 fully paid ordinary shares	44,399
16 May 2012	Rodney Michael Joyce and Nada Granich < Joyce & Granich Superannuation Fund>	Participation in 1 for 5 rights issue	\$112,000.00	560,000 fully paid ordinary shares	560,000

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest (6)	Class and number of	Person's votes
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		(8)		securities	
Rodney Michael Joyce	Rodney Michael Joyc	Rodney Michael Joyc	Registered Holder	5,280,000 fully paid ordinary shares	5,280,000
Nada Granich	Nada Granich	Nada Granich	Registered Holder	266,392 fully paid ordinary shares	266,392
Rodney Michael Joyce and Nada Granich < Joyce & Granich Superannuation Fund>	Rodney Michael Joyce and Nada Granich < Joyce & Granich Superannuation Fund>	Rodney Michael Joyce and Nada Granich < Joyce & Granich Superannuation Fund>	Registered Holder	3,360,000 fully paid ordinary shares	3,360,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

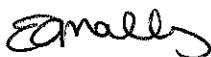
6. Addresses

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 and Nada Granich < Joyce & Granich Superannuation Fund>	43 Viking Road, Dalkeith WA 6009

Signature

print name Eva O'Malley capacity Company Secretary

sign here  date 8/2/2013

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:

- (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **Gascoyne Resources Limited**ACN/ARSN **139 522 900****1. Details of substantial holder (1)**Name **Stanley Allan Macdonald**

ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on

6/2/2013The previous notice was given to the company on 16/5/2012The previous notice was dated 16/5/2012**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	14,565,455	10.66%	14,565,455	9.20%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Stanley Allan Macdonald	Stanley Allan Macdonald	Stanley Allan Macdonald	Registered Holder	2,232,816 fully paid ordinary shares	2,232,816
Creekwood Nominees Pty Ltd	Creekwood Nominees Pty Ltd	Creekwood Nominees Pty Ltd	Registered Holder	32,639 fully paid ordinary shares	32,639

Creekwood Nominees Pty Ltd <Challenger A/C>	Creekwood Nominees Pty Ltd <Challenger A/C>	Creekwood Nominees Pty Ltd <Challenger A/C>	Registered Holder	11,100,000 fully paid ordinary shares	11,100,000
Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Creekwood Nominees Pty Ltd <Macdonald Family Superannuation Fund>	Registered Holder	1,200,000 fully paid ordinary shares	1,200,000

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

Name	Address
Stanley Allan Macdonald	52 Challenger Parade, City Beach WA 6015
Creekwood Nominees Pty Ltd Creekwood Nominees Pty Ltd <Challenger A/C> 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  date 8/2/2013

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 6 of the form.
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- (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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.

- (7) 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.
- (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".
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