



February 6, 2014
Australian Securities Exchange Limited
Via Electronic Lodgement

Appendix 3Y & Form 605

Please see attached Appendix 3Y and Form 605 for Graham Riley in relation to off-market trades pursuant to Orders of the Family Court of Western Australia.

On behalf of the
Board of Gascoyne Resources

Eva O'Malley
Company Secretary



Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity Gascoyne Resources Limited
ABN 57 139 522 900

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Graham Riley
Date of last notice	21 May 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Graham Douglas Riley and Anne Marie Riley <The Riley Super Fund A/c> Satinbrook Pty Ltd
Date of change	4 & 5 February 2014
No. of securities held prior to change <u>Indirect</u> Graham Douglas Riley and Anne Marie Riley <The Riley Super Fund A/C> Satinbrook Pty Ltd	13,593,071 Fully paid ordinary shares 480,000 Fully paid ordinary shares
Class	Ordinary
Number acquired	0

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number disposed	7,036,535
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change <u>Indirect</u> Graham Douglas Riley and Anne Marie Riley <The Riley Super Fund A/C> Satinbrook Pty Ltd	6,796,536 Fully paid ordinary shares 240,000 Fully paid ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off-market trade pursuant to the orders of the Family Court of Western Australia

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

Interest after change	
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Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To: Company Name/Scheme Gascoyne Resources Limited

ACN/ARSN 139 522 900

1. Details of substantial holder(1)

Name Graham Douglas Riley

ACN/ARSN (if applicable) _____

The holder ceased to be a substantial holder on 4 / 2 / 14

The previous notice was given to the company on 8 / 2 / 13

The previous notice was dated 8 / 2 / 13

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
See annexure A					

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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
Anne Marie Riley	Ex-wife

4. Addresses

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

Name	Address
Graham Douglas Riley	9A Pearse St, Cottesloe WA 6011
Anne Marie Riley	19 Pearse St, Cottesloe WA 6011

Signature

print name Eva O'Malley capacity Company Secretary

sign here  date 6 / 2 / 2014

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

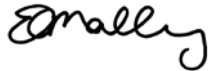
GASCOYNE RESOURCES LIMITED
ACN 139 522 900
ANNEXURE A

2. CHANGES IN RELEVANT INTERESTS

DATE OF CHANGE	PERSON WHOSE RELEVANT INTEREST CHANGED	NATURE OF CHANGE	CONSIDERATION GIVEN IN RELATION TO CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
4/02/2014	GRAHAM DOUGLAS RILEY & ANNE MARIE RILEY <THE RILEY SUPER FUND A/C>	OFF MARKET TRANSFER	NIL	6,796,535 FULLY PAID ORDINARY SHARES	4.29%
5/02/2014	SATINBROOK PTY LTD	OFF MARKET TRANSFER	NIL	240,000 FULLY PAID ORDINARY SHARES	0.15%

THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN FORM 605 NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

SIGNED:



DATE: 6-Feb-14