

May 13th 2019
Australian Securities Exchange Limited
Via ASX Market Announcements Platform

Change in Substantial Shareholding

Gascoyne Resources Limited ("**Gascoyne**" or "**Company**")(**ASX:GCY**) provides the Form 604 – Notice of Change of Interests of Substantial Holder for European investor DELPHI Unternehmensberatung AG ("**DELPHI**") following the completion of the entitlement offer announced on 1 April 2019.

Gascoyne Chair Ms Sally-Anne Layman said:

"The Company appreciates the support provided by German strategic investors' DELPHI and Deutsche Balaton who now have a combined 18.44% shareholding in the Company. We thank all shareholders and underwriters who supported the recent offer."

About DELPHI Unternehmensberatung AG ("DELPHI")

DELPHI is a private investment company located in Heidelberg, Germany, whose primary business objective is to invest its own funds in a portfolio of companies. DELPHI, has been active in other Australian resources investments. Wilhelm Zours is the major shareholder of DELPHI.

About Deutsche Balaton Aktiengesellschaft ("Deutsche Balaton")

Deutsche Balaton is a German investment company located in Heidelberg. The shares of Deutsche Balaton are listed at the German Stock Exchange for more than 20 years. Deutsche Balaton has a very stable shareholder structure with one majority shareholder. The company manages its own funds, which are around 250 million EUR of equity (IFRS) and around 500 million EUR of total assets under management. Deutsche Balaton has a very broad investment spectrum ranging from investments in stock listed companies as well as private equity and seed investments to real estate. Within the last two years the group has expanded its investment focus to the Australian resource sector. The major shareholder of Deutsche Balaton is Wilhelm Zours.

On behalf of the board of
Gascoyne Resources Limited

Eva O'Malley
Company Secretary

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme

Gascoyne Resources Ltd.

ACN/ARSN

57 139 522 900

1. Details of substantial holder (1)

Name

Deutsche Balaton Aktiengesellschaft, Heidelberg, Germany
VV Beteiligungen Aktiengesellschaft, Heidelberg, Germany
DELPHI Unternehmensberatung Aktiengesellschaft, Heidelberg, Germany
Wilhelm K.T. Zours, Heidelberg, Germany

ACN/ARSN (if applicable)

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

08 / 05 / 19

The previous notice was given to the company on

15 / 04 / 19

The previous notice was dated

15 / 04 / 19

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 of 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	50,649,437	8.55%	185,316,417	18.44%

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 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
08 May 2019	Deutsche Balaton Aktiengesellschaft	Entitlement	\$0.05 per share	ordinary shares, 1,866,667	1,866,667
08 May 2019	DELPHI Unternehmensberatung Aktiengesellschaft	Entitlement	\$0.05 per share	ordinary shares, 6,652,882	6,652,882
08 May 2019	DELPHI Unternehmensberatung Aktiengesellschaft	Sub-Underwriting	\$0.05 per share	ordinary shares, 126,147,431	126,147,431

4. Present relevant interest

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
Deutsche Balaton Aktiengesellschaft	Deutsche Balaton Aktiengesellschaft		Registered Holder	Ordinary Shares, 4,200,001	4,200,001
VV Beteiligungen Aktiengesellschaft	Deutsche Balaton Aktiengesellschaft		Major Shareholder of Deutsche Balaton Aktiengesellschaft	Ordinary Shares, 4,200,001	4,200,001
DELPHI Unternehmensberatung Aktiengesellschaft	Deutsche Balaton Aktiengesellschaft, DELPHI Unternehmensberatung		Registered Holder, Holding Company of VV Beteiligungen Aktiengesellschaft	Ordinary Shares, 185,316,417	185,316,417
Wilhelm K.T. Zours	Deutsche Balaton Aktiengesellschaft, DELPHI Unternehmensberatung		Major Shareholder of DELPHI Unternehmensberatung Aktiengesellschaft	Ordinary Shares, 185,316,417	185,316,417

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
Deutsche Balaton Aktiengesellschaft	Ziegelhaeuser Landstrasse 1, 69120 Heidelberg, Germany
VV Beteiligungen Aktiengesellschaft	Ziegelhaeuser Landstrasse 1, 69120 Heidelberg, Germany
DELPHI Unternehmensberatung Aktiengesellschaft	Ziegelhaeuser Landstrasse 1, 69120 Heidelberg, Germany
Wilhelm K.T. Zours	69120 Heidelberg, Germany

Signature

print name

Rolf Birkert

capacity

sign here



date

08 / 05 / 19

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 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, 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.