

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme GME Resources LtdACN/ARSN 009 260 315**1. Details of substantial holder(1)**Name ALCF Pty Ltd (Formerly Retireewise Capital Pty Ltd)
ACN/ARSN (if applicable) 064 759 495There was a change in the interests of the substantial holder on 21/6/11The previous notice was given to the company on 14/6/05The previous notice was dated 14/6/05**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)
<u>ORD</u>	<u>51619349</u>	<u>27.0%</u>	<u>85729098</u>	<u>26.6%</u>

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
	<u>Annexure "A"</u>				

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
	<u>Annexure "A"</u>				

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
Annexure A	

6. Addresses

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

Name	Address
Annexure A	

Signature

print name

MAURICE BASS

capacity

Director

sign here



date

22 / 6 / 11

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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3. Changes in relevant interests

Date of change	Person whose relevant interest changes	Nature of change	Consideration given in relation to change	Class and number of securities Ordinary Shares	Person's votes affected
12-Aug-05	ALCF	Rights Issue	232,940	1,552,935	1,552,935
12-Aug-05	Retirewise Capital Australia	Rights Issue	262,333	1,748,889	1,748,889
12-Aug-05	Ingot Capital Management	Rights Issue	16,997	113,316	113,316
12-Aug-05	Ingot Capital Investments	Rights Issue	18,923	126,150	126,150
11-Aug-06	ALCF	Rights Issue	248,469	1,656,463	1,656,463
11-Aug-06	Retirewise Capital Australia	Rights Issue	279,822	1,865,481	1,865,481
11-Aug-06	Ingot Capital Management	Rights Issue	18,131	120,870	120,870
11-Aug-06	Ingot Capital Investments	Rights Issue	5,184	34,560	34,560
30-Jul-07	Ingot Capital Investments	On Mkt	3,170	4,500	4,500
1-Aug-07	Ingot Capital Investments	On Mkt	10,540	15,500	15,500
2-Aug-07	Ingot Capital Investments	On Mkt	67,102	100,000	100,000
03-Aug-07	ALCF	Rights Issue	1,325,171	2,650,341	2,650,341
03-Aug-07	Retirewise Capital Australia	Rights Issue	1,492,385	2,984,770	2,984,770
03-Aug-07	Ingot Capital Management	Rights Issue	96,697	193,393	193,393
03-Aug-07	Ingot Capital Investments	Rights Issue	27,648	55,296	55,296
9-Aug-07	Ingot Capital Investments	On Mkt	17,110	25,000	25,000
9-Aug-07	Ingot Capital Investments	On Mkt	17,021	25,000	25,000
05-Sep-07	Ingot Capital Investments	On Mkt	56,070	100,000	100,000
11-Sep-07	Ingot Capital Investments	On Mkt	42,463	82,500	82,500
19-Sep-07	Ingot Capital Investments	On Mkt	23,960	50,000	50,000
11-Feb-08	Ingot Capital Investments	On Mkt	24,116	64,600	64,600
12-Feb-08	Ingot Capital Investments	On Mkt	3,744	10,400	10,400
15-Feb-08	Ingot Capital Investments	On Mkt	18,360	50,000	50,000
22-Feb-08	Ingot Capital Investments	On Mkt	34,131	100,000	100,000
07-Apr-08	Ingot Capital Investments	On Mkt	178,236	660,000	660,000
09-Apr-08	Ingot Capital	On Mkt	41,170	141,500	141,500

	Investments				
09-Apr-08	Ingot Capital Investments	On Mkt	(138,217)	(511,809)	(511,809)
10-Apr-08	Ingot Capital Investments	On Mkt	54,755	185,000	185,000
16-Apr-08	Ingot Capital Investments	On Mkt	68,397	243,472	243,472
20-Jul-09	ALCF	Rights Issue	121,474	2,429,479	2,429,479
20-Jul-09	Retirewise Capital Australia	Rights Issue	136,802	2,736,039	2,736,039
20-Jul-09	Ingot Capital Management	Rights Issue	8,864	177,277	177,277
20-Jul-09	Ingot Capital Investments	Rights Issue	8,141	162,826	162,826
14-May-10	ALCF	Rights Issue	221,083	3,158,323	3,158,323
14-May-10	Retirewise Capital Australia	Rights Issue	248,980	3,556,851	3,556,851
14-May-10	Ingot Capital Management	Rights Issue	16,132	230,460	230,460
14-May-10	Ingot Capital Investments	Rights Issue	14,817	211,675	211,675
27-May-11	ALCF	Rights Issue	185,288	2,316,103	2,316,103
27-May-11	Retirewise Capital Australia	Rights Issue	208,669	2,608,357	2,608,357
27-May-11	Ingot Capital Management	Rights Issue	13,520	169,004	169,004
27-May-11	Ingot Capital Investments	Rights Issue	12,418	155,228	155,228
09-Jun-11	Alliance Life Common Fund	Placement	140,000	1,750,000	1,750,000
21-Jun-11	ALCF	Off Mkt	(1,460,603)	(22,470,821)	(22,470,821)
21-Jun-11	Retirewise Capital Australia	Off Mkt	(2,712,692)	(41,733,723)	(41,733,723)
21-Jun-11	General Provincial Insurance Company	Off Mkt	4,173,295	64,204,544	64,204,544

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities Ordinary Shares	Person's votes
ALCF	Retirewise Capital	ALCF	Beneficial Owner	14,586,841	14,586,841
Ingot Capital Management	Ingot Capital Management	Ingot Capital Management	Beneficial Owner	2,704,067	2,704,067
Ingot Capital Investments	Ingot Capital Investments	Ingot Capital Investments	Beneficial Owner	2,483,646	2,483,646
Alliance Life Common Fund	HSBC Custodians	Alliance Life Common Fund	Beneficial Owner	1,750,000	1,750,000
General Provincial Insurance Company	General Provincial Insurance Company	General Provincial Insurance Company	Beneficial Owner	64,204,544	64,204,544

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5 Changes in association

Name and acn	Nature of association
ALCF Pty Ltd (formerly Retirewise Capital Pty Ltd) 064 759 495	Common Directors
Alliance Life Common Fund Ltd	Common Directors
General Provincial Insurance Company Ltd	Common Directors
Ingot Capital Investments Pty Ltd 006 538 147	Common Directors
Ingot Capital Management Pty Ltd 006 017 712	Common Directors
Retirewise Capital Australia Pty Ltd 069 242 137	Common Directors

6 Addresses

Name	Address
ALCF Pty Ltd	PO Box 2073, Rose Bay North, NSW, 2030
Alliance Life Common Fund Ltd	2/12 Via San Simpliciano, Milan, Italy
General Provincial Insurance Company Ltd	PO Box 1395, Wellington, New Zealand
Ingot Capital Investments Pty Ltd	PO Box 2073, Rose Bay North, NSW, 2030
Ingot Capital Management Pty Ltd	PO Box 2073, Rose Bay North, NSW, 2030
Retirewise Capital Australia Pty Ltd	PO Box 2073, Rose Bay North, NSW, 2030



Maurice Bass – Director

Date 22/6/11