



ABN 62 009 260 315

18 April 2011

ASX ANNOUNCEMENT

1 FOR 15 NON RENOUNCEABLE ENTITLEMENT ISSUE

GME Resources Limited (GME or the Company) is pleased to announce a 1:15 non-renounceable entitlement issue (the Issue) at 8 cents per share, to raise up to approximately \$1.61 million.

The proceeds of the Issue will be used to advance the company's Niwest nickel project as detailed below.

Key terms of the offer are set out below.

Key Terms

Nature of offer	Non-renounceable Entitlement Issue of new shares
New share issue price	A\$0.08 per new share
Offer ratio	1 new share for every 15 existing shares held on record date
Number of new shares to be issued	Up to 20,156,850 new shares
Amount to be raised under the Entitlement Issue	Up to approximately A\$1.61 million before costs of the offer

Eligible Shareholders

Shareholders with registered addresses inside Australia or New Zealand who hold ordinary shares in the Company (Existing Shares) as at 5.00pm AWDT on 2 May 2011 (Eligible Shareholders) will be entitled to participate in the Issue.

All Eligible Shareholders will be offered 1 new ordinary share in the Company (New Share) for every 15 Existing Shares held by the Eligible Shareholder, at an issue price of \$0.08 per New Share (Offer). This represents a discount of approximately 20% to the volume weighted average price (VWAP) of GME's shares for the ten trading days before the announcement (10 day VWAP is 10 cents).

The Directors reserve the right to place sufficient of the shortfall at their absolute discretion (subject to the ASX Listing Rules) to meet the minimum requirements of the Company.



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Key dates

Key dates for the Issue are set out in the following table. The dates are indicative only and GME reserves the right to vary them, subject to the Corporations Act 2001 (Act) and the ASX Listing Rules.

Announcement of Entitlement Issue and Cleansing Statement given to ASX	18 April 2011
Record date for determining entitlements to New Shares	2 May 2011
Invitation to participate in Entitlement Issue and Entitlement Acceptance Forms dispatched to Eligible Shareholders	5 May 2011
Closing Date and final time for receipt of Entitlement and Acceptance Forms and payment in full for New Shares	20 May 2011
Issue of New Shares and Holding Statements dispatched to Shareholders	27 May 2011

Information provided in relation to the Entitlement Issue

The Issue is being made without disclosure to investors under Part6D.2 of the Act, in accordance with section 708AA of the Act.

Eligible Shareholders will not receive a prospectus in relation to the Issue but will receive a written invitation providing details on how to take up their entitlement under the offer. Any decision to acquire New Shares should only be made after making independent enquiries and consulting relevant professional advisers, such as stockbrokers, financial advisers, accountants or solicitors. Eligible Shareholders should have regard to publicly available information about GME before deciding whether or not to acquire New Shares.

Copies of the Company's announcements to ASX can be obtained from its website www.gmeresources.com.au or from the ASX website www.asx.com.au. The Company's ASX code is GME.

Information about the use of proceeds from the Offer

The Company will use the funds to continue the development of the NiWest nickel- cobalt project, its gold properties and for general working capital purposes.

Capital structure on completion of the Offer

The following table shows the proposed capital structure of the Company on completion of the Entitlement Issue. The exact number of New Shares to be issued may vary and will be dependant on the number of Eligible Shareholders and their entitlements, and the level of acceptances under the Entitlement Issue.



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Shares	Number
Existing Shares on issue at the date of this announcement	302,352,750
Maximum number of New Shares to be issued under the Offer	20,156,850
Maximum total shares on issue after the Offer²	322,509,600
Existing options to acquire shares on issue at the date of this announcement ¹	10,000,000

¹ The options on issue are not quoted, and their terms do not provide for participation in pro rata issues. As at the date of this announcement a letter had been circulated to all Option holders providing notice of the Issue and advising that in order to participate they need to exercise their option.

² Assumes that no options are exercised prior to the record date

Additional information

New Shares, once issued, will rank equally with the Company's Existing Shares on issue.

The rights and obligations attached to shares in the Company are set out in GME's Constitution which may be examined free of charge by appointment between 9.00am and 5.00pm on normal business days at the registered office of the Company at U105 Westpoint Centre, 396 Scarborough Beach Road Osborne Park WA; and in certain circumstances, regulated by the Act, the ASX Listing Rules and the general law.

Foreign shareholders

Shareholders with registered addresses outside of Australia and New Zealand are not eligible to participate in the Offer.

Enclosure

The attached Appendix 3B and a Notice pursuant to s708AA(2)(f) of the Corporations Act (Cth) provide a summary of the proposed Entitlements Issue.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Mark Pitts', is written over a light blue horizontal line.

MARK PITTS
Company Secretary

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

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 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

GME RESOURCES LTD

ABN

62 009 260 315

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Ordinary fully paid shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 20,156,850
(To be confirmed depending on acceptances) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | N/A |

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>8 cents each</p>				
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Funds raised will be used to develop the NiWest nickel-cobalt project, its gold properties and for general working capital purposes</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>27 May 2011</p>				
<p>8 Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)</p>	<table border="1"> <thead> <tr> <th data-bbox="686 1444 989 1489">Number</th> <th data-bbox="989 1444 1283 1489">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="686 1489 989 1706"> 322,509,600 (To be confirmed depending on acceptances) </td> <td data-bbox="989 1489 1283 1706"> Ordinary fully paid </td> </tr> </tbody> </table>	Number	+Class	322,509,600 (To be confirmed depending on acceptances)	Ordinary fully paid
Number	+Class				
322,509,600 (To be confirmed depending on acceptances)	Ordinary fully paid				

+ See chapter 19 for defined terms.

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		5,000,000	Options ex price \$0.13, exp 28.02.2012
		5,000,000	Options ex price \$0.18, exp 28.02.2012
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Non - Renounceable
13	Ratio in which the +securities will be offered	One for fifteen
14	+Class of +securities to which the offer relates	Ordinary fully paid
15	+Record date to determine entitlements	2 May 2011
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
17	Policy for deciding entitlements in relation to fractions	Any fraction will be rounded down to the nearest whole number
18	Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	All Countries with the exception of Australia and New Zealand
19	Closing date for receipt of acceptances or renunciations	20 May 2011

+ See chapter 19 for defined terms.

Appendix 3B

New issue announcement

20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders	N/A
25	If the issue is contingent on +security holders' approval, the date of the meeting	No
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	5 May 2011
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Option holders will be sent a notice on 18 April 2011.
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do +security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A

+ See chapter 19 for defined terms.

- 32 How do +security holders dispose of their entitlements (except by sale through a broker)?
- 33 +Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional +securities

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

Entities that have ticked box 34(b)

38 Number of securities for which
 +quotation is sought

39 Class of +securities for which
 quotation is sought

40 Do the +securities rank equally in all
 respects from the date of allotment
 with an existing +class of quoted
 +securities?

If the additional securities do not
 rank equally, please state:

- the date from which they do
- the extent to which they
 participate for the next dividend,
 (in the case of a trust,
 distribution) or interest payment
- the extent to which they do not
 rank equally, other than in
 relation to the next dividend,
 distribution or interest payment

41 Reason for request for quotation
 now

Example: In the case of restricted securities, end of
 restriction period

(if issued upon conversion of
 another security, clearly identify that
 other security)

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)		

+ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.

 - There is no reason why those +securities should not be granted +quotation.

 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

 - We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the +securities to be quoted, it has been provided at the time that we request that the +securities be quoted.

 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



18 April 2011

Sign here: Date:
(Company secretary)

Print name: MARK PITTS
.....
== == == == ==

+ See chapter 19 for defined terms.



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Notification under section 708AA(2)(f) of the Corporations Act 2001 (Cth)

GME Resources Limited (ASX Code: GME)

GME Resources Limited (GME) is making a pro-rata non-renounceable entitlement issue (the Entitlement Issue) to eligible security holders with registered addresses in Australia and New Zealand.

The Entitlement Issue is being made on the basis of 1 New Share for every 15 shares held at the Record Date (2 May 2011).

GME confirms that pursuant to section 708AA(2)(f) of the Corporations Act 2001 (Cth) (Corporations Act) that:

1. GME will offer approximately 20,156,850 fully paid ordinary shares for issue without disclosure to investors under Part 6D.2 of the Corporations Act pursuant to a non-renounceable entitlement offer announced to ASX on 18 April 2011.
2. As at the date of this notice, GME has complied with:
 - (a) the provisions of Chapter 2M of the Corporations Act as they apply to GME; and
 - (b) section 674 of the Corporations Act.
3. As at the date of this notice, there is no information:
 - (a) that has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
 - (b) that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - A. the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
 - B. the rights and liabilities attaching to the shares for issue.

Control

The Entitlement Issue being made by GME will mean up to 20,156,850 New Shares (subject to rounding) are issued. Upon completion of the Entitlement Issue the issued capital of GME Resources Ltd will be approximately 322.5 million ordinary shares.



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Control will be affected by the level of applications under the Entitlement Issue. Based on current disclosures made by substantial shareholders in GME:

- (a) the maximum percentage shareholding any existing shareholder could attain through taking up their entitlement would be 27.8%; and

The final percentage interests held by substantial shareholders of GME Resources is entirely dependant on the extent to which other security holders take up their entitlements. On consideration of the matters summarised above GME expects that the potential effect of the issue of New Shares under the Entitlement Issue on the control of GME will be minimal and that there is not likely to be any consequence of that effect.

Dated this 18th day of April 2011

A handwritten signature in black ink, appearing to read 'Mark Pitts', written in a cursive style.

MARK PITTS
Company Secretary