



ABN 62 009 260 315

5 April 2012

ASX ANNOUNCEMENT

ENTITLEMENT ISSUE OFFER DOCUMENT DISPATCHED

In accordance with our estimated timetable the Company received confirmation from its mailing house that Offer Documents for the 1 for 10 non renounceable entitlement issue were dispatched to shareholders today 5 April 2012.

As a reminder, the indicative timetable for the entitlement issue is set out below:

Announcement of Offer	23 March 2012
Record Date (for determining shareholders' entitlements to receive an issue of new shares under the Entitlement Issue)	2 April 2012
Entitlement and Acceptance form and Offer Document dispatched to Shareholders	5 April 2012
Closing date of Entitlement Issue	26 April 2012
Notify ASX of under subscriptions	1 May 2012
Dispatch of Shareholder Statements	4 May 2012

Attached is a copy of the Offer Booklet sent to shareholders.

Yours faithfully

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

MARK PITTS
Company Secretary



ABN 62 009 260 315

NON RENOUNCEABLE ENTITLEMENT ISSUE OFFER BOOKLET

**A Non Renounceable Pro Rata Offer of up to
32,250,960 shares at 5 cents Each
to Eligible Shareholders, on the basis of
1 share for every 10 shares
held at the Record Date, to raise up to \$1,612,548**

**THIS OFFER CLOSSES AT 5.00PM WST ON 26 APRIL 2012.
VALID ACCEPTANCES MUST BE RECEIVED BEFORE THAT TIME.**

**Please read the instructions in this Offer and on the accompanying
Entitlement and Acceptance Form regarding the acceptance of your entitlement.**

**This is an important document and requires your immediate attention. It should be read in its entirety.
If you are in doubt about what to do, you should consult your professional adviser without delay.
The securities offered by this Offer are of a speculative nature.**



ABN 62 009 260 315

LETTER FROM THE CHAIRMAN

5 April 2012

Dear Shareholder

On behalf of the Directors of GME Resources Limited, I invite you to make a further investment in your Company.

The Company is pleased to offer all its shareholders a 1:10 non renounceable Entitlement Issue of 32,250,960 New Shares at an issue price of 5 cents per share to raise up to \$1,612,548.

The Company intends to raise funds so that it can continue to advance its nickel and gold projects.

The Company will use funds raised to continue the study into the development of a standalone world scale nickel-cobalt project. The current resource contains over one million tonnes of nickel metal and is fully JORC compliant. The company will undertake further resource drilling and consequent resource recalculations, metallurgical test work and other activities towards approval and development of the nickel project. The nickel project has the capacity to produce over 30,000 tonnes of nickel metal per year and is near road and rail transport options and adjacent to a gas pipeline.

Funds raised will also be used to advance the Company's gold projects. Development options at the Linden gold project are being assessed following a recent resource upgrade.

The Entitlement Issue is not underwritten, the Directors have however reserved the right to place the shortfall.

Accordingly, I encourage your participation in this Entitlement Issue. Should you wish to discuss any aspect of this capital raising please do not hesitate to contact myself, my fellow Directors or the Company Secretary, Mark Pitts on (08) 9444 4976

Yours faithfully

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

**Mr Michael Perrott AM
Chairman**

Entitlement Issue Offer Document

1. Introduction

GME Resources is making a non renounceable pro-rata offer of shares to shareholders of GME Resources to raise up to \$1,612,548.

This is an important document and requires your immediate attention. It should be read in its entirety.

The Offer is being made under section 708AA of the Corporations Act. This document is not a prospectus and does not contain all of the information that would ordinarily be contained in a prospectus.

Shareholders should be aware that investment in GME Resources involves many risks which may be higher than risks associated with investments in other companies. Investors should consider the investment in GME Resources speculative. If you are in doubt what to do or whether to accept the Offer you should consult your stockbroker, accountant, solicitor or other professional adviser without delay.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by GME Resources in connection with the Offer.

2. Details of Offer

2.1 Offer

GME Resources is making a non renounceable pro-rata offer of shares each at an issue price of \$0.05 to persons registered as the holder of shares on the Record Date whose registered address is in Australia and New Zealand¹ (Eligible Shareholders) on the basis of one share for every ten shares held at the Record Date (Offer). Where the determination of the entitlement of any Eligible Shareholder results in a fraction of a share, such fraction will be rounded down to the nearest whole share. The Offer is not underwritten.

GME Resources will accept Entitlement and Acceptance Forms until 5.00pm WST on the Closing Date in the timetable below or such other date as the directors in their absolute discretion shall determine, subject to the requirements of the ASX Listing Rules.

Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer. You may accept the Offer only by applying for shares on a personalised Entitlement and Acceptance Form sent with this Offer Document.

You may accept all or only part of your entitlement.

Acceptance of a completed Entitlement and Acceptance Form by GME Resources creates a legally binding contract between the applicant and GME Resources for the number of shares accepted or deemed to be accepted by the applicant. The Entitlement and Acceptance Form does not need to be signed by the applicant to be legally binding. The Offer and contract formed on acceptance are governed by the applicable law of Western Australia.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

Shares offered by this Offer Document are expected to be issued, and security holder statements dispatched, on the date specified in the Timetable.

It is the responsibility of applicants to determine their allocation prior to trading in the shares. Applicants who sell shares before they receive their holding statements will do so at their own risk.

¹Please note that, pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002, those New Zealand shareholders at the Record Date who cease to hold shares between that date and the date on which the Offer opens (5 April 2012) are no longer eligible to participate in the Offer.

2.2 Timetable

Announcement of Offer and lodgement of Appendix 3B and Section 708AA Notice	23 March 2012
Notice to shareholders	26 March 2012
Record Date	2 April 2012
Offer Opens; Offer Document and Entitlement and Acceptance Form despatched to Eligible Shareholders	5 April 2012
Closing Date	26 April 2012
Notify ASX of shortfall	1 May 2012
Anticipated date for the issue of the shares	3 May 2012
Commencement of trading of the shares	3 May 2012
Mailing of holding statements	4 May 2012

Subject to the ASX Listing Rules, the directors reserve the right to extend the Closing Date for the Offer. Any extension of the Closing Date will have a consequential effect on the anticipated date for issue of the shares.

2.3 Entitlement trading

The pro-rata offer of shares is non renounceable, which means that Eligible Shareholders may not sell or transfer all or any part of their entitlement to subscribe for shares.

2.4 Shortfall shares

The Entitlement Issue is not underwritten, if the Offer is not fully subscribed the directors reserve the right to issue the shortfall shares at their absolute discretion. The issue price for each shortfall share will be \$0.05.

2.5 ASX quotation and Deferred Settlement Trading

Application will be made to ASX for the official quotation of the shares to be issued under the Offer. If permission is not granted by ASX for the official quotation of the shares to be issued under the Offer, GME Resources will repay, as soon as practicable, without interest, all application monies received pursuant to the Offer. There will be no trading of shares on a deferred settlement basis. Trading of the shares will, subject to ASX approval, occur on or about the date specified in the Timetable.

2.6 Taxation implications

The directors do not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for shares under this Offer Document. GME Resources, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders. As a result, shareholders should consult their professional tax adviser in connection with subscribing for shares under this Offer Document.

2.7 Overseas shareholders

This Offer Document does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. It is intended only to make an offer to shareholders resident in Australia or New Zealand.

The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed.

The Offer to New Zealand investors is being made pursuant to the New Zealand Securities Act (Overseas Companies) Exemption Notice 2002.

No person is authorised to give information or to make any representation in connection with this Offer Document which is not contained in the Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Offer Document.

In making representations in this Offer Document regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

2.8 Privacy

GME Resources collects information about each applicant provided on an Entitlement and Acceptance Form for the purposes of processing the application and, if the application is successful, to administer the applicant's security holding in GME Resources.

By submitting an Entitlement and Acceptance Form, each applicant agrees that GME Resources may use the information provided by an applicant on the Entitlement and Acceptance Form for the purposes in this privacy disclosure statement and may disclose it for those purposes to the share registry, GME Resources' related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, GME Resources may not be able to accept or process your application.

An applicant has a right to gain access to the information that GME Resources holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to GME Resources' registered office.

2.9 Enquiries

Enquiries concerning the Entitlement and Acceptance Form can be obtained by contacting Computershare Investor Services Pty Limited by telephone - 1300 263 821 (within Australia) and 03 9415 4873 (outside Australia).

3. Capital Structure on Completion of the Issue

Assuming Full Subscription

Issued Capital	Notes	Number of Shares	Share Capital \$
Issued capital at the date of this Offer		322,635,902	49,084,479
Offer	1 & 2	32,250,960	1,612,548
Total securities after the Issue	3	354,886,862	50,697,027

1 Assumes that the Offer is fully subscribed.

2 Assumes that costs associated with the Offer are \$25,000 with proceeds from the Offer being used as set out in section 4.

4. Use of Funds

The funds to be raised from the Offer will be applied to the following areas:

Use of Funds	Full Subscription
Total Raised in the Offer	1,612,548
Costs of issue	25,000
Net amount raised	1,587,548
Feasibility Study and project evaluation (i)	850,000
Working Capital	737,548
Funds Applied	1,587,548

(i) Including resource drilling and field work

To the extent that the funds raised fall below the level shown above, the Directors will determine the most appropriate level of expenditure by category and project area, however, the shortfall will be deducted firstly from Feasibility Study and project evaluation. The Directors are of the opinion that on completion of the Offer there will be sufficient working capital for the Company to meet its stated objectives.

5. Risk Factors

Potential investors in the Company should be aware that subscribing for shares involves a number of risks. The risk factors outlined in this Section and elsewhere in this Offer should be carefully considered by investors when evaluating an investment in the Company. In addition, investors should appreciate that the value of shares and options on ASX may rise or fall depending on a range of factors beyond the control of the Company. This is especially the case with companies undertaking mining and exploration activities.

Any of the factors set out in this Section or any other factors identified in this Offer may materially affect the financial performance of the Company and the market price of the shares. To that extent the shares carry no guarantee with respect to the payment of dividends, return on capital or the price at which those shares will trade on the ASX.

The Directors consider that an investment in the Company should be considered speculative due to:

- the recent volatility in publicly listed entities on world stock markets generally, and of mining and exploration companies in particular; and
- the speculative nature of mining and exploration activities.

While the Company plans to take prudent measures to safeguard from, or mitigate its exposure to these risks, many of the risks are outside of the Company's control.

There are a number of risk factors that investors should consider before deciding whether or not to invest in the shares. The principal risk factors include, but are not limited to, the following:

5.1 Security Investments

Applicants should be aware that there are risks associated with any securities investment. The prices at which the shares trade may be above or below the Offer Price, and may fluctuate in response to a number of factors.

Further, the stock market and in particular the market for mining and exploration companies have experienced price and volume fluctuations that have often been unrelated or disproportionate to the operating performance of such companies. There can be no guarantee that these trading prices will be sustained. These factors may materially affect the market price of the shares, regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

5.2 Exploration and Development Risks

Mineral exploration and mining are high risk enterprises, only occasionally providing high rewards. In addition to the normal competition for prospective ground, and the high average costs of discovery of an economic deposit, factors such as demand for commodities, stock market fluctuations affecting access to new capital, sovereign risk, environmental issues, labour disruption, project financing difficulties, foreign currency fluctuations and technical problems all affect the ability of a company to profit from any discovery.

There is no assurance that exploration and development of the mineral interests held by the Company, or any other projects that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be profitably exploited.

5.3 Resource Estimates

Resource estimates are expressions of judgment based on knowledge, experience and industry practice. Estimates which were valid when made may change significantly when new information becomes available.

In addition, resource estimates are necessarily imprecise and depend to some extent on interpretations, which may prove to be inaccurate. Should the Company encounter mineralisation or formations different from those predicted by past drilling, sampling and similar examinations, resource estimates may have to be adjusted and mining plans may have to be altered in a way which could adversely affect the Company's operations.

5.4 Title

All of the tenements in which the Company holds or may earn an interest in, will be subject to applications for renewal. The renewal of the term of each tenement is at the discretion of the responsible Minister.

If a tenement is not renewed, the Company may suffer significant damage through loss of the opportunity to develop and discover any mineral resources on that tenement.

5.5 Native Title Risks

Some or all of the mining tenements held by the Company may be subject to native title claims in the future. Should a native title claim be lodged in respect to one of the Company's mining tenements, it may have a material adverse effect on the Company's business and its financial condition and performance.

5.6 Policies and Legislation

Any material adverse changes in government policies or legislation affecting mining and exploration activities may affect the viability and profitability of the Company.

5.7 Joint Venture Parties and Contractors

The Directors are unable to predict the risk of:

- financial failure or default by a participant in any joint venture to which the Company is, or may become, a party; or
- insolvency or other managerial failure by any of the contractors used by the Company in its exploration or other activities; or
- insolvency or other managerial failure by any of the other service provider used by the Company for any activity.

5.8 Future Capital Needs and Additional Funding

The future capital requirements of the Company will depend on many factors including the results of any future exploration and work programs, and the ability to successfully exploit identified mineral deposits. The Company believes its available cash and the net proceeds of this Offer should be adequate to fund the continued exploration and development of the projects and other Company objectives as stated in this Offer.

Should the Company require additional funding there can be no assurance that additional financing will be available on acceptable terms, or at all. Any inability to obtain additional finance, if required, would have a material adverse effect on the Company's business and its financial condition and performance.

5.9 Operating Risks

Many of the Company's mineral assets are in a pre-development phase. As a result, the Company will be subject to all the risks inherent in the establishment of new mining operations. No assurances can be given to the level of viability that the Company's operations may achieve.

The operations of the Company, if and when it commences production, may be disrupted by a variety of risks and hazards which are beyond the control of the Company, including environmental hazards, industrial accidents, technical failures, labour disputes, unusual or unexpected rock formations, flooding and extended interruptions due to inclement or hazardous weather conditions, fire, explosions and other incidents beyond the control of the Company.

These risks and hazards could also result in damage to, or destruction of, production facilities, personal injury, environmental damage, business interruption, monetary losses and possible legal liability. While the Company currently intends to maintain insurance within ranges of coverage consistent with industry practice, no assurance can be given that the Company will be able to obtain such insurance coverage at reasonable rates (or at all), or that any coverage it obtains will be adequate and available to cover any such claims.

5.10 Commodity Price Volatility

It is anticipated that any revenues derived from mining will primarily be derived from the sale of nickel and cobalt. Consequently, any future earnings are likely to be closely related to the price of these commodities and the terms of any off-take agreements which the Company enters into.

Nickel and cobalt prices may fluctuate and are affected by numerous factors beyond the control of the Company. These factors include world demand for nickel, cobalt, copper and gold, forward selling by producers, and production cost levels in other nickel, copper and gold producing regions.

Moreover, nickel and cobalt prices are also affected by macroeconomic factors such as expectations regarding inflation, interest rates, currency and exchange rate fluctuations, and global and regional demand for, and supply of, the metals as well as general global economic conditions. These factors may have an adverse effect on the Company's exploration, development and production activities, as well as on its ability to fund those activities.

5.11 Environmental Risks

The Company's projects are subject to Western Australian and Federal Australian laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed. The Company intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws.

5.12 Economic Risk

Changes in customer preference or the general economic climate in which the Company operates may adversely affect the financial performance of the Company. Factors which may contribute to that general economic climate include the level of direct and indirect competition against the Company, industrial disruption in Australia, the rate of growth of Australia's gross domestic product, interest rates and the rate of inflation.

5.13 Reliance on Key Personnel

The Company is reliant on a number of key employees. The loss of one or more of its key personnel could have an adverse impact on the business of the Company.

5.14 Tax Reform

The Australian Government has indicated that it may introduce further tax reform. The introduction and scope of this further tax reform is uncertain. Until the precise nature of this reform is determined, the Company is not able to give any assurance as to the impact on its operating and financial performance.

6. Action Required by Shareholders

6.1 Acceptance of shares under this Offer Document

Should you wish to accept all of your entitlement to subscribe for shares, then applications for shares under this Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Offer Document, in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

If you are using the BPay facility as per the instruction on the Entitlement and Acceptance form you do not need to return the form as your acceptance and details are recorded electronically.

If you have multiple holdings you will have multiple BPay reference numbers. To ensure you receive your Entitlement in respect of that holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to apply for in respect of that holding.

Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment of payment. You may also have your own limit on the amount that can be paid via BPay. It is your responsibility to check that the amount you wish to pay via BPay does not exceed your limit.

If you wish to pay manually, please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided and attach a cheque for the amount indicated on the Entitlement and Acceptance Form.

Completed Entitlement and Acceptance Forms must be accompanied by a cheque in Australian dollars, crossed 'Not Negotiable' and made payable to 'GME Resources Limited – Offer A/C' and lodged at any time after the issue of this Offer Document and on or before the Closing Date at the following address:

**Computershare Investor Services Pty Limited
GPO Box 505
Melbourne VIC 3001
Australia**

6.2 If you do not wish to take up your entitlement or you wish to take up only part of your entitlement

Should you wish to only take up part of your entitlement, then applications for shares under this Offer Document must be made on the Entitlement and Acceptance Form which accompanies this Offer Document in accordance with the instructions referred to in this Offer Document and on the Entitlement and Acceptance Form. Please read the instructions carefully.

Unless you are using the BPay Facility, please complete the Entitlement and Acceptance Form by filling in the details in the spaces provided, including the number of shares you wish to accept and the amount payable (calculated at \$0.05 per share accepted), and attach a cheque for the appropriate application monies.

If you do not wish to accept any of your entitlement, you are not obliged to do anything. In that case, shares not accepted by the Closing Date will become shortfall shares and you will receive no benefit.

7. Nickel Resource Table

0.7% COG	CATEGORY	Tonnes (Millions)	%Ni	%Co	Ni Metal (tonnes)	Co Metal (tonnes)
TOTAL	Measured	45.86	0.96	0.06	441,692	28,229
	Indicated	32.28	0.92	0.06	295,631	18,502
	Inferred	30.32	0.89	0.06	270,250	19,600
	Combined	108.46	0.93	0.06	1,007,573	66,331
0.8% COG	CATEGORY	Tonnes (Millions)	%Ni	%Co	Ni Metal (tonnes)	Co Metal (tonnes)
TOTAL	Measured	34.22	1.04	0.07	355,198	23,037
	Indicated	22.41	0.99	0.06	222,273	14,189
	Inferred	19.09	0.96	0.06	184,038	11,303
	Combined	75.73	1.01	0.06	761,509	48,529
1.0% COG	CATEGORY	Tonnes (Millions)	%Ni	%Co	Ni Metal (tonnes)	Co Metal (tonnes)
TOTAL	Measured	19.21	1.19	0.08	228,996	15,215
	Indicated	8.47	1.14	0.08	96,299	6,461
	Inferred	5.07	1.14	0.07	57,741	3,786
	Combined	32.74	1.17	0.08	383,036	25,463
1.2% COG	CATEGORY	Tonnes (Millions)	%Ni	%Co	Ni Metal (tonnes)	Co Metal (tonnes)
TOTAL	Measured	7.43	1.37	0.09	101,534	6,681
	Indicated	2.23	1.31	0.09	29,165	1,981
	Inferred	1.29	1.28	0.09	16,591	1,106
	Combined	10.96	1.34	0.09	147,290	10,067

Global nickel resources for the NiWest Project at varying cut-off grades as reported from the block model

Competent Person Statement

The information in this report that relates to Exploration Results and Mineral Resources is based on information compiled by Mr Stephen Hyland who is a member of The Australasian Institute of Mining and Metallurgy. Mr Hyland is a Principal Consultant with Ravensgate Minerals Industry Consultants who consults to the Company. Mr Hyland has sufficient experience, which is relevant to the style of mineralization and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Mineral Resources and Ore Reserves. Mr Hyland consents to the inclusion in the report of the matters based on information provided in the form and context in which it appears.