

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **GME Resources Limited**ACN/ARSN **009 260 315****1. Details of substantial holder (1)**Name **ICM Limited**

ACN/ARSN (if applicable)

There was a change in the interests of the  
substantial holder on **09/05/2012**The previous notice was given to the company on **22/06/2011**The previous notice was dated **22/06/2011****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)
<b>Ordinary</b>	<b>85,729,098</b>	<b>26.6%</b>	<b>99,515,332</b>	<b>29.0%</b>

**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
	<b>See Appendix "A"</b>				

**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
	<b>See Appendix "A"</b>				

**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
See Appendix "A"	

## 6. Addresses

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

Name	Address
See Appendix "A"	

## Signature

print name

*J. S. A. 11*

capacity **Director**

sign here

*[Handwritten Signature]*

date

*9 / 5 / 2012*

## 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.

This is Appendix A of 2 pages referred to in form 604 – Notice of change of interests of substantial holder

GME Resources Limited – ACN 009 260 315

### 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	Person's votes affected
16-Dec-2011	General Provincial Insurance Company	Sale - off market	4,815,340	(64,204,544)	(64,204,544)
16-Dec-2011	ICM Limited	Purchase - off market	4,815,340	64,204,544	64,204,544
18-Apr-2012	ICM Limited	Purchase - on market	208,741	5,213,326	5,213,326
03-May-2012	ICM Limited	Rights issue	321,023	6,420,453	6,420,453
03-May-2012	Alliance Life Common Fund (L) Ltd	Rights issue	8,750	175,000	175,000
03-May-2012	Ingot Capital Management Pty Ltd	Rights issue	13,520	270,406	270,406
03-May-2012	Ingot Capital Investments Pty Ltd	Rights issue	12,418	248,364	248,364
03-May-2012	ALCF Pty Ltd	Rights issue	72,934	1,458,685	1,458,685
09-May-2012	Alliance Life Common Fund (L) Ltd	Sale - on market	80,850	(1,925,000)	(1,925,000)
09-May-2012	ICM Limited	Purchase - on market	80,850	1,925,000	1,925,000
09-May-2012	Ingot Capital Management Pty Ltd	Sale - on market	124,928	(2,974,473)	(2,974,473)
09-May-2012	ICM Limited	Purchase - on market	124,928	2,974,473	2,974,473
09-May-2012	Ingot Capital Investments Pty Ltd	Sale - on market	114,744	(2,732,010)	(2,732,010)
09-May-2012	ICM Limited	Purchase - on market	114,744	2,732,010	2,732,010

### 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	Person's votes
ICM Limited	ICM Limited	ICM Limited	Beneficial owner	83,469,806	83,469,806
ALCF Pty Ltd	Retirewise Capital Pty Ltd	ALCF Pty Ltd	Beneficial owner	16,045,526	16,045,526

### 5. Changes in association

#### Name and ACN

ICM Limited  
ALCF Pty Ltd

#### Nature of association

Common director  
Common director

### 6. Addresses

#### Name

ICM Limited  
ALCF Pty Ltd

#### Address

1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda  
PO Box 785, Avalon, NSW, 2107