



GME Resources Limited
ABN 62 009 260 315

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29 July 2004

The Companies Announcement Office
Australian Stock Exchange Limited
Level 10 Exchange Centre
20 Bond Street
SYDNEY NSW 2000

BY E-MAIL

Dear Sirs

RETIRESWISE CAPITAL PTY LTD
ASIC FORM 604 – NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Please find attached Form 604 Notice of Change of Interests of Substantial Holder which has been received today from Retirewise Capital Pty Ltd relating to its shareholding in GME Resources Limited.

Yours faithfully

NIELS J KROYER
Company Secretary

Enclosure: Form 604.

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GME RESOURCES LTD

ACN/ARSN 009 260 315

1. Details of substantial holder(1)

Name RETIRESWISE CAPITAL Pty LTD

ACN/ARSN (if applicable) 069 242 137

There was a change in the interests of the substantial holder on 29, 03, 04
 The previous notice was given to the company on 28, 10, 98
 The previous notice was dated 26, 10, 98

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>15507178</u>	<u>21%</u>	<u>42869347</u>	<u>23.7%</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>SEE 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>SEE 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
SEE ANNEXURE "A"	

6. Addresses

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

Name	Address
SEE ANNEXURE "A"	

Signature

print name MAURICE BASS capacity Director

sign here  date 29/7/04

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 annexure A of 1 page of Form 604 – Notice of change of interest of substantial shareholder.

To : GME Resources – 62 009 260 315

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of Change	Consideration given in relation to change affected	Class number of securities	Person's votes affected
25-Feb-00	Retirewise Capital Australia	Allotment	270,000	2,700,000	2,700,000
29-May-03	Retirewise Capital Australia	Allotment	90,000	3,000,000	3,000,000
04-Feb-04	Retirewise Capital Australia	Conversion	200,000	3,333,333	3,333,333
04-Feb-04	Retirewise Capital Australia	Conversion	36,111	555,556	555,556
29-Mar-04	Retirewise Capital Australia	Rights Issue	466,222	5,827,778	5,827,778
01-Feb-99	Retirewise Capital	On Mkt Buy	58,700	978,333	978,333
22-Apr-99	Retirewise Capital	Allotment	97,500	1,500,000	1,500,000
29-Mar-04	Retirewise Capital	Rights Issue	621,174	7,764,673	7,764,673
01-Mar-00	Ingot Capital Investments	On Mkt Buy	9,754	72,000	72,000
22-Jun-00	Ingot Capital Investments	On Mkt Buy	9,704	189,500	189,500
29-Mar-04	Ingot Capital Investments	Rights Issue	10,460	130,750	130,750
30-Mar-04	Ingot Capital Management	Rights Issue	135,980	1,699,746	1,699,746
24-Feb-00	Pacific Rim Fund No 1	On Mkt Sell	34,878	200,000	200,000
22-Jun-00	Pacific Rim Fund No 2	On Mkt Sell	9,625	189,500	189,500

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
Retirewise Capital	Retirewise Capital	Retirewise Capital	Beneficial & legal owner	14,383,334 Ord	14,383,334
Retirewise Capital	Retirewise Capital Australia	Retirewise Capital	Beneficial & legal owner	8,910,684 Ord	8,910,684
Retirewise Capital Australia	Retirewise Capital Australia	Retirewise Capital Australia	Beneficial & legal owner	17,483,333 Ord	17,483,333
Ingot Capital Investments	Ingot Capital Investments	Ingot Capital Investments	Beneficial & legal owner	392,250 Ord	392,250
Ingot Capital Management	Ingot Capital Management	Ingot Capital Management	Beneficial & legal owner	1,699,746 Ord	1,699,746

5. Changes in Association

Name and ACN	Nature of association
Retirewise Capital Australia 069 242 137	Common Directors
Retirewise Capital 064 759 495	Common Directors
Ingot Capital Investments 006 538 147	Common Directors
Ingot Capital Management 066 017 712	Common Directors

6. Addresses

Name	Address
Retirewise Capital Australia	Level 11, 1 York St, Sydney, NSW, 2000
Retirewise Capital	Level 11, 1 York St, Sydney, NSW, 2000
Ingot Capital Investments	Level 11, 1 York St, Sydney, NSW, 2000
Ingot Capital Management	Level 11, 1 York St, Sydney, NSW, 2000


MAURICE BASS

29/7/04.