



22nd November 2005

Manager of Company Announcements  
Australian Stock Exchange Limited  
Level 6, 20 Bridge Street  
SYDNEY NSW 2000

**By E-lodgement**

**No. of pages: 8**

**PLACEMENT & SECTION 708A STATEMENT**

The Board of Gunson Resources Limited ("**Gunson**") is pleased to announce that it has completed a placement of 3,116,668 shares at 24 cents per share to raise \$748,000.08 ("**Placement**").

A further 50,000 shares will be issued as a fee for arranging the placement of 1,250,001 of the above Placement shares.

**Use of funds**

Funds raised under the Placement will be applied to fund the final stages of work on the Coburn Mineral Sand Project prior to a decision to mine, fund a drilling program at the Mount Gunson Copper Project and general working capital purposes.

Upon completion of this Placement on 23<sup>rd</sup> November 2005 Gunson's share capital will have increased to 79.93 million shares.

Please find attached an Appendix 3B - Application for Quotation of Additional Securities, in relation to securities to be issued pursuant to the Placement.

**Section 708A Statement**

For the purposes of section 708A of the Corporations Act 2001 (Cth) ("Act"), the Company has allotted the placement shares without disclosure to investors under Part 6D.2 of the Act, and provides this notice in accordance with section 708A(5)(e). Further at the date of this notice, the Company has complied with the provisions of Chapter 2M of the Act as they apply to the Company, and section 674 of the Act. In addition, at the date of this notice there is no 'excluded information' (as defined by in section 708A(7) and (8) of the Act), required to be disclosed by the Company.

**D N HARLEY**  
**MANAGING DIRECTOR**

# 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, 24/10/2005.

Name of entity

GUNSON RESOURCES LIMITED

ABN

32 090 603 642

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 (quoted)  |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued  | 3,116,668 Ordinary F/P Shares (Placement)<br>50,000 Ordinary F/P Shares (For services relating to the placement) |
| 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) |  |

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+ See chapter 19 for defined terms.

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**New issue announcement**

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<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"> <li>• the date from which they do</li> <li>• the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment</li> <li>• the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment</li> </ul>	<p>Yes</p>				
<p>5 Issue price or consideration</p>	<p>\$748,000.08 in respect of placement of 3,116,668 Ordinary F/P Shares at 24 cents per share.          \$12,000.00 in respect of 50,000 Ordinary F/P Shares at 24 cents per share for services relating to the placement</p>				
<p>6 Purpose of the issue          (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Proceeds will be used to fund the final stages of work on the Coburn Mineral Sand Project prior to a decision to mine, fund a drilling program at the Mount Gunson Copper Project and general working capital purposes.</p>				
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>23 November 2005</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="722 1493 997 1520">Number</th> <th data-bbox="1002 1493 1261 1520">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="722 1526 997 1554">79,938,813</td> <td data-bbox="1002 1526 1261 1554">Ordinary F/P</td> </tr> </tbody> </table>	Number	+Class	79,938,813	Ordinary F/P
Number	+Class				
79,938,813	Ordinary F/P				

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+ 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
		200,000	Unlisted options exercisable on or before 07/03/06 at 20 cents per share.
		100,000	Unlisted options exercisable on or before 16/12/07 at 20 cents per share.
		1,000,000	Unlisted options exercisable on or before 16/09/08 at 20 cents per share.
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Participation available from date of issue.	

**Part 2 - Bonus issue or pro rata issue** **N/A**

11	Is security holder approval required?	
12	Is the issue renounceable or non-renounceable?	
13	Ratio in which the +securities will be offered	
14	+Class of +securities to which the offer relates	
15	+Record date to determine entitlements	
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17	Policy for deciding entitlements in relation to fractions	

+ See chapter 19 for defined terms.

**Appendix 3B**  
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|----|---|--|
| 18 | Names of countries in which the entity has +security holders who will not be sent new issue documents   |  |
|    | Note: Security holders must be told how their entitlements are to be dealt with.<br>Cross reference: rule 7.7.  |  |
| 19 | Closing date for receipt of acceptances or renunciations  |  |
| 20 | Names of any underwriters   |  |
| 21 | Amount of any underwriting fee or commission  |  |
| 22 | Names of any brokers to the issue   |  |
| 23 | Fee or commission payable to the broker to the issue  |  |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of +security holders   |  |
| 25 | If the issue is contingent on +security holders' approval, the date of the meeting  |  |
| 26 | Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled  |  |
| 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 |  |
| 28 | Date rights trading will begin (if applicable)  |  |
| 29 | Date rights trading will end (if applicable)  |  |
| 30 | How do +security holders sell their entitlements <i>in full</i> through a   |  |

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+ See chapter 19 for defined terms.

broker?	<input type="text"/>
31 How do +security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	<input type="text"/>
32 How do +security holders dispose of their entitlements (except by sale through a broker)?	<input type="text"/>
33 +Despatch date	<input type="text"/>

### 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

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**Entities that have ticked box 34(b)**

38 Number of securities for which  
 +quotation is sought 

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39 Class of +securities for which  
 quotation is sought 

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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

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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)

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

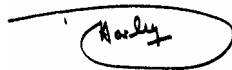
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+ See chapter 19 for defined terms.

**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.
  - 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.

Sign here:



Managing Director

Date: 22 November 2005

Print name:

DAVID HARLEY

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+ See chapter 19 for defined terms.