

**ASX RELEASE**  
**17<sup>th</sup> May 2005**

## **EXERCISE OF GUNSON MANAGEMENT OPTIONS**

On 12<sup>th</sup> May, over 80% of the unlisted options to purchase fully paid shares in Gunson expired. These options were granted to directors and consultants of the Company pursuant to the IPO prospectus released in March 2000.

Prior to their expiry, directors of the Company exercised 805,770 options to purchase fully paid shares at 20 cents each. A further 625,000 options were sold to staff and consultants of the Company, which were exercised at the same 20 cent unit price. The attached Appendix 3B outlines the changes to the Company's issued capital, which has increased to 72.4 million shares, and lists the remaining 1.3 million share options.

The three attached Appendix 3Ys summarise the directors' current shareholdings, including the Managing Director's final transfer of options and his current holding of 2 million shares, making him the second largest shareholder in the Company.



**MIRANDA CONTI  
COMPANY SECRETARY**

**Att Appendix 3B  
Appendix 3Ys – WH Cunningham, D N Harley and P C Harley**

**Investor Enquiries:**

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**Email:** [enquiries@gunson.com.au](mailto:enquiries@gunson.com.au)  
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# 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

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).*

- <sup>+</sup>Class of <sup>+</sup>securities issued or to be issued

Fully Paid Ordinary Shares (quoted)
- Number of <sup>+</sup>securities issued or to be issued (if known) or maximum number which may be issued

625,000 Ordinary Fully Paid Shares
- Principal terms of the <sup>+</sup>securities (eg, if options, exercise price and expiry date; if partly paid <sup>+</sup>securities, the amount outstanding and due dates for payment; if <sup>+</sup>convertible securities, the conversion price and dates for conversion)

4	Do the <sup>+</sup> securities rank equally in all respects from the date of allotment with an existing <sup>+</sup> class of quoted <sup>+</sup> securities?	Yes	
	If the additional securities do not rank equally, please state:		
	<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>		
5	Issue price or consideration	<b>Exercise of Options</b> - Total Consideration of \$125,000 in respect of the exercise of 625,000 "A" Class options.	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Funds will be used to further the development of the Coburn Mineral Sands Project and to fund a small exploration program at Mt Gunson.	
7	Dates of entering <sup>+</sup> securities into uncertificated holdings or despatch of certificates	12 May 2005	
8	Number and <sup>+</sup> class of all <sup>+</sup> securities quoted on ASX (including the securities in clause 2 if applicable)	Number 72,388,965	<sup>+</sup> Class Ordinary

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+ See chapter 19 for defined terms.

	Number	+Class
9	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.
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	
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

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
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.  Cross reference: rule 7.7.	N/A

19	Closing date for receipt of acceptances or renunciations	N/A
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 <sup>+</sup> security holders	N/A
25	If the issue is contingent on <sup>+</sup> security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
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	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do <sup>+</sup> security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do <sup>+</sup> security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do <sup>+</sup> security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	<sup>+</sup> Despatch date	N/A

### Part 3 - Quotation of securities

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

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+ See chapter 19 for defined terms.

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

### 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

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

Number	+Class

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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.

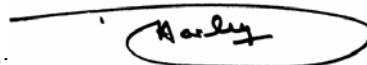
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.
- 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.

Sign here:



Managing Director

Date: 17 May 2005

Print name:

DAVID HARLEY

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+ See chapter 19 for defined terms.



# Appendix 3Y

## Change of Director's Interest Notice

*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 30/9/2001.

<b>Name of entity</b>	GUNSON RESOURCES LIMITED
<b>ABN</b>	32 090 603 642

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	WILLIAM HARLEY CUNNINGHAM
<b>Date of last notice</b>	28 April 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	WH Cunningham & Associates Pty Ltd <ATF WH Cunningham Super Fund> Relevant interest arises by virtue of the power to control voting rights attached to the securities.
<b>Date of change</b>	13 May 2005
<b>No. of securities held prior to change</b>	100,000 "A" Class Options 125,000 "B" Class Options 244,230 Ordinary Fully Paid Shares
<b>Class</b>	"A" Class Options and "B" Class Options
<b>Number acquired</b>	
<b>Number disposed</b>	100,000 "A" Class Options lapsed 125,000 "B" Class Options lapsed
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. of securities held after change</b>	244,230 Ordinary Fully Paid Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expiry and lapse of 100,000 "A" Class and 125,000 "B" Class Options.

**Part 2 – Change of director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

Date of this notice: 17 May 2005

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# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	GUNSON RESOURCES LIMITED
<b>ABN</b>	32 090 603 642

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	DAVID NEVILLE HARLEY
<b>Date of last notice</b>	6 May 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Daleregent Pty Ltd <Harley Super Fund>. Relevant interest arises by virtue of the power to control voting rights attached to the securities.
<b>Date of change</b>	9 May 2005 and 13 May 2005
<b>No. of securities held prior to change</b>	969,230 "A" Class Options 2,500,000 "B" Class Options 2,000,000 Ordinary Fully Paid Shares
<b>Class</b>	"A" Class Options and "B" Class Options
<b>Number acquired</b>	
<b>Number disposed</b>	<ul style="list-style-type: none"> <li>• 275,000 "A" Class Options disposed in off market transfer</li> <li>• 694,230 "A" Class Options lapsed</li> <li>• 2,500,000 "B" Class Options lapsed</li> </ul>
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	\$2,750 pursuant to off market transfer of "A" Class Options

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. of securities held after change</b>	2,000,000 Ordinary Fully Paid Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Off market transfer of 275,000 "A" Class Options  Expiry and lapse of 694,230 "A" Class and 2,500,000 "B" Class Options.

**Part 2 – Change of director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

Date of this notice: 17 May 2005

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# Appendix 3Y

## Change of Director's Interest Notice

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Introduced 30/9/2001.

<b>Name of entity</b>	GUNSON RESOURCES LIMITED
<b>ABN</b>	32 090 603 642

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	PETER CAMPBELL HARLEY
<b>Date of last notice</b>	28 April 2005

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

<b>Direct or indirect interest</b>	Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	Faiban Pty Ltd <Harley Super Fund>. Relevant interest arises by virtue of the power to control voting rights attached to the securities.
<b>Date of change</b>	13 May 2005
<b>No. of securities held prior to change</b>	400,000 "A" Class Options 500,000 "B" Class Options 261,230 Ordinary Fully Paid Shares
<b>Class</b>	"A" and "B" Class Options
<b>Number acquired</b>	
<b>Number disposed</b>	400,000 "A" Class Options lapsed 500,000 "B" Class Options lapsed
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and estimated valuation	Nil

+ See chapter 19 for defined terms.

**Appendix 3Y**  
**Change of Director's Interest Notice**

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<b>No. of securities held after change</b>	261,230 Ordinary Fully Paid Shares
<b>Nature of change</b> Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expiry and lapse of 400,000 "A" Class and 500,000 "B" Class Options.

**Part 2 – Change of director's interests in contracts**

<b>Detail of contract</b>	N/A
<b>Nature of interest</b>	N/A
<b>Name of registered holder (if issued securities)</b>	N/A
<b>Date of change</b>	N/A
<b>No. and class of securities to which interest related prior to change</b> Note: Details are only required for a contract in relation to which the interest has changed	N/A
<b>Interest acquired</b>	N/A
<b>Interest disposed</b>	N/A
<b>Value/Consideration</b> Note: If consideration is non-cash, provide details and an estimated valuation	N/A
<b>Interest after change</b>	N/A

Date of this notice: 17 May 2005

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