



Notice of Annual General Meeting

Gunson Resources Limited (**Gunson** or the **Company**) gives notice that the annual general meeting of members will be held at The Western Australian Club (Inc), 101 St George's Terrace, Perth, Western Australia on Friday, 23rd November 2007 at 2.30 pm Western Standard Time.

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered, and terms used in this Notice have the meaning given to them in the Explanatory Statement.



BUSINESS

1. Reports and Accounts

To receive and consider the financial report and the reports of the Directors and of the Auditor for the financial year ended 30 June 2007.

2. Resolution 1 - Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2007."

Note – the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 - Re-election of Mr Peter C Harley

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Peter C Harley, who retires by rotation in accordance with Rule 58.1 of the Company's Constitution, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

4. Resolution 3 - Approval for past placement of shares

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That approval is given for the past issue of a total of 11,111,630 fully paid ordinary shares in the Company on the terms and to the persons set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement

Under Rule 14.11 of the Listing Rules of Australian Stock Exchange Limited, the Company will disregard any votes cast on the resolution in Item 4 by any person who participated in any of the past issues and any associates of those persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy appointment form that the Chairman of the meeting may vote as a proxy in relation to each resolution to which the voting exclusion relates.

5. Resolution 4 - Approval for possible future placement of shares

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That approval is given for the issue of up to 15 million fully paid ordinary shares in the Company at a price that is at least 90% of the average market price for fully paid ordinary shares in the Company to the persons and on the terms set out in the Explanatory Statement accompanying the Notice of Meeting."

Voting Exclusion Statement

Under Rule 14.11 of the Listing Rules of Australian Stock Exchange Limited, the Company will disregard any votes cast on the resolution in Item 5 by any person who may participate in the proposed issue, by any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the resolution is passed and by any associates of those persons. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a member who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chairman of the meeting as proxy for a member who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides and the member who is entitled to vote has indicated on the proxy appointment form that the Chairman of the meeting may vote as a proxy in relation to each resolution to which the voting exclusion relates.

6. Resolution 5 – Appointment of Auditor

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of section 327B of the Corporations Act and for all other purposes, BDO Kendalls Audit & Assurance (WA) Pty Ltd A.B.N. 79 112 284 787, having been nominated by a shareholder and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."

BY ORDER OF THE BOARD

IAN GREGORY

COMPANY SECRETARY

West Perth

17 October 2007

Rosmer Nominees Pty Ltd ATF The Bimbadeen Superannuation Fund 54 Manning Street Mosman Park W.A. 6012 9/10/2007

The Directors Gunson Resources Limited Level 2 33 Richardson Street West Perth WA 6005

Dear Sirs

Nomination of Kendalls Audit & Assurance (WA) PTY LTD as Auditor of Gunson Resources Limited

We Rosmer Nominees Pty Ltd (Bimbadeen Superannuation Fund), being a shareholder of Gunson Resources Limited, hereby nominate BDO Kendalls Audit & Assurance (WA) Pty Ltd of 128 Hay Street, Subiaco, Western Australia 6008 for appointment as auditor of Gunson Resources Limited at its Annual General Meeting.

We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2007 Annual General Meeting of Gunson Resources Limited as required by section 328B (3) of the Corporations Act 2001.

Director

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Executed by Rosmer Nominees Pty Ltd (a/c Bimbadeen Super Fund) in accordance with its constitution.

Director

Julught

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BACKGROUND INFORMATION

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the Explanatory Statement forming part of this notice of meeting.

GLOSSARY

Words defined in the Explanatory Statement have the same meaning when used in this notice of meeting unless the context requires otherwise. For assistance in considering the notice of meeting, the following words are defined here:

AGM means annual general meeting.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited (ACN 008 624 691).

Board means all or some of the Directors acting as the board of Directors of the Company.

Company means Gunson Resources Limited ACN 090 603 642.

Corporations Act means the Corporations Act 2001 (Commonwealth).

Directors means directors of the Company.

Explanatory Statement means the explanatory statement which accompanies this notice of meeting.

Listing Rules means the official listing rules of the ASX.

Shareholder means a registered holder of a Share in the Company.

WST means Western Standard Time, Perth, Western Australia.

RECOMMENDATION

The Board believes that the above resolutions are in the best interests of the Shareholders and (save where otherwise indicated in the Explanatory Statement) unanimously recommends that Shareholders vote in favour of each of them.

VOTING IN PERSON

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act.

The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www. computershare.com.

VOTING AND PROXIES

A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 5.00 pm (WST) on Wednesday 21st November 2007. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING BY PROXY

To vote by proxy:

- the signed and completed proxy appointment form (enclosed with this Notice); and
- if the appointment is signed by the appointor's attorney the authority under which the appointment was signed (eg a power of attorney) or a certified copy of it,

must be received by the Company at one of the addresses set out below by no later than 2.30 pm (WST) on Wednesday, 21st November 2007.

Documents received after that time will not be valid for the scheduled meeting.

By mail PO Box 1217, West Perth, Western Australia 6872 By fax (08) 9226 3136 (International: +61 8 9226 3136)

In person Registered Office – Level 2, 33 Richardson Street, West Perth, Western Australia 6005

A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

QUESTIONS FROM SHAREHOLDERS

The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management and performance of the Company.

Mr Brad McVeigh of BDO Kendalls Audit & Assurance (WA) Pty Ltd, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2007 (or his representative), will attend the meeting. The Chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions you may have by fax or to the address below by no later than 5.00pm (WST) on Thursday, 15th November 2007.

By mail PO Box 1217, West Perth, Western Australia 6872
By fax (08) 9226 3136 (International: +61 8 9226 3136)

In person Registered Office – Level 2, 33 Richardson Street, West Perth, Western Australia 6005

As required under section 250PA of the Corporations Act, at the meeting, the Company will make available those questions directed to the auditor received in writing at least 5 business days prior to the meeting, being questions which the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2007. The Chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement forms part of the Notice of Annual General Meeting and has been prepared to provide shareholders of Gunson Resources Limited (**Company**) with information about the items of business to be considered at the Annual General Meeting to be held at The Western Australian Club (Inc), 101 St George's Terrace, Perth, Western Australia on Friday, 23rd November 2007 at 2.30 pm Western Standard Time.

This Explanatory Statement is an important document and should be read carefully and in its entirety by all shareholders.

BUSINESS OF THE MEETING

ITEM 1 - RECEIVE AND CONSIDER THE FINANCIAL AND OTHER REPORTS

This item is self explanatory. It is intended to provide an opportunity for shareholders at the meeting to raise questions on the reports themselves and on the performance of the Company generally.

ITEM 2 - RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2007.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

ITEM 3 - RESOLUTION 2: RE-ELECTION OF MR PETER C HARLEY

Rule 58.1 of the Company's Constitution provides that one-third of the Directors, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office at every annual general meeting.

The Director(s) to retire at an annual general meeting are those who have been longest in office since their last election, however, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring Director is eligible for re-election.

Mr Peter Harley retires by rotation in accordance with this requirement pursuant to the Company's Constitution, and, being eligible, offers himself for re-election at the Annual General Meeting.

Peter C Harley B.Com., F.A.I.C.D (Non-Executive Director) Age 57

Mr Peter Harley is an experienced manager and Director with over 25 years association with a number of public and private companies. Peter is non-executive Chairman of iiNet Ltd (appointed to the Board in August 1999) and has been a non-executive Director of Perilya Ltd since November 2003. He was non-executive Chairman of Blaze International Ltd until May 2007.

The Directors (excluding Mr. Peter Harley) recommend that shareholders vote in favour of Resolution 2. The Chairman intends to vote undirected proxies in favour of the Resolution.

ITEM 4 – RESOLUTION 3: APPROVAL FOR PAST PLACEMENT OF SHARES

Under ASX Listing Rule 7.1, the Company can issue up to 15% of its issued equity securities in a 12 month period (subject to certain exceptions) without shareholder approval.

Item 4 seeks shareholder approval under ASX Listing Rule 7.4 to ratify the past placement of 11,111,630 shares in the Company at 27 cents per share to institutions and sophisticated investor clients of Cartesian Capital Pty Ltd on 30th January 2007, announced to ASX on that date. The effect of the ratification will be that this issue of shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1 (ie the 15% limit is "renewed" to the extent of the ratification).

All of the shares issued pursuant to the placement above were fully paid ordinary shares which ranked equally with all other existing fully paid ordinary shares in the Company from their date of issue. None of the recipients of placement shares was a related party of the Company within the meaning of the *Corporations Act 2001* (Cth) and the ASX Listing Rules.

The funds raised from the placement above have been and will be used for:

- (a) further advancement of the Coburn Zircon Project; and
- (b) general working capital purposes.

The Directors of the Company believe that the resolution in item 4 is in the best interests of the Company and its shareholders and unanimously recommend that shareholders vote in favour of it.

ITEM 5 – RESOLUTION 4: APPROVAL FOR POSSIBLE FUTURE PLACEMENT OF SHARES Background

Item 5 relates to a part of the proposed funding arrangements for the Coburn Project mine development. The Company is considering a number of possible funding options for the development of the Coburn Project. The Directors currently anticipate undertaking a major capital raising in 2008, subject to the Company and China Triumph International Engineering Company Ltd finalising the costing of the Coburn Project's capital works, which will then allow each party to arrange its share of the financing.

Gunson's primary focus is on the profitable development of Coburn with a nominal annual production of 38,000 tonnes of zircon over a mine life of approximately 20 years.

Over the past few months, the Company has made a number of positive advances towards development of the Coburn Project. Effort has been focused on (1) finalisation of the environmental management plans needed for approval prior to the commencement of construction, (2) negotiating offtake agreements for the remainder of the Coburn mineral products not already subject to memoranda of understanding (MOUs), (3) optimising the operational model to improve profitability and (4) firming up prices for key operating and capital items of the Project.

To assist in funding the Company's working capital requirements and long lead capital items at the Coburn Project until the main capital raising occurs, Gunson is seeking shareholder approval to have the ability, if necessary, to make a placement of up to 15 million ordinary shares. This will be in addition to Gunson's renewed ability to issue up to 15% of its share capital in accordance with ASX Listing Rule 7.1, pursuant to the Resolution in Item 4.

The reasons for the proposed placement are largely the same as the reasons for the past placement announced on 30th January 2007, namely to enable the Company to fund its ongoing requirements prior to the anticipated major capital raising referred to above.

The proposed placement, if undertaken, would provide additional working capital and would enable Gunson to continue its work on long lead items, such as detailed engineering design on the Coburn

Project. Normally, this would be done once major funding is in place. However, the advantages of having funding in place to undertake this work are that construction time will be shortened and there will be less latitude for contingency in pricing by suppliers to the Project.

The Company is currently examining several alternatives for the structure of the main capital raising. Once the final estimated capital costs for the Coburn Project are determined, shareholders will be provided with further information on these costs and the Company's preferred funding alternatives.

Directors remain positive about the prospects for the Coburn Project. In order to capture the upside and create value for Gunson shareholders, the Company intends to fund the Coburn mine development in an efficient and timely manner. This would include a rights issue to existing shareholders. For the reasons outlined above, Directors seek your support to allow the Company to achieve its objectives.

Further information in relation to Item 5 is set out below.

Resolution in Item 5

Item 5 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of up to 15 million fully paid ordinary shares in the Company at a price that is at least 90% of the average market share price of Gunson's fully paid ordinary shares over the last 5 days on which sales of the Company's shares are recorded before the day of issue.

The allottees under the placement are proposed to be international and Australian institutions and sophisticated investors. All of the shares in the placement will be issued on a single occasion no later than 3 months after the Annual General Meeting and allotment will occur on the same date.

The shares issued will be fully paid ordinary shares and will rank equally with all other existing fully paid ordinary shares in the Company from their date of issue.

The Directors believe that the resolution in item 5 is in the best interests of the Company and its shareholders and unanimously recommend that shareholders vote in favour of it.

ITEM 6 - RESOLUTION 5: APPOINTMENT OF AUDITOR

BDO, Chartered Accountants & Advisers of Perth, (**BDO**) recently merged with Horwarth (WA) and the audit practice is now carried on through BDO Kendalls Audit & Assurance (WA) Pty Ltd A.B.N. 79 112 284 787 (**BDO Kendalls**).

BDO have given notice to ASIC of their intention to resign as auditor of the Company (under section 329 (5) of the Corporations Act); this is subject to receipt of the consent of the Australian Securities & Investments Commission (**ASIC**) and shareholder approval of this Resolution 5 for the appointment of BDO Kendalls as auditor.

Subject to ASIC consenting to the resignation of BDO and BDO submitting a resignation to the Company, it is proposed that the Company appoint BDO Kendalls as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has sought and obtained a nomination from a shareholder for BDO Kendalls to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum.

BDO Kendalls has given its written consent to act as the Company's auditor subject to shareholder approval of this Resolution 5.

If Resolution 5 is passed, the appointment of BDO Kendalls as the Company's auditor will take effect at the close of this AGM.

The Directors recommend that shareholders vote in favour of Resolution 5. The Chairman intends to vote undirected proxies in favour of the Resolution.

INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

Your name and address

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Appointment Form. Members sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your shares using this Proxy Appointment Form.**

Appointment of proxy

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

Voting directions to your proxy

You may direct your proxy how to vote by marking **X** in 1 of the 3 boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Appointment Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than 1 box relating to the same item of business any vote by your proxy on that item will be invalid.

Appointing a second proxy

If you are entitled to cast 2 or more votes you may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint a second proxy, an additional Proxy Appointment Form may be obtained by telephoning the Company or you may copy this form. Both Proxy Appointment Forms should be lodged together.

If you appoint 2 proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, section 249X of the Corporations Act 2001 (Cth) will take effect so that each proxy may exercise half of the votes (ignoring fractions).

If you appoint 2 proxies, neither proxy will have a right to vote on a show of hands.

If you appoint another member as your proxy, that person will have only 1 vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

Signing instructions

This Proxy Appointment Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by 2 directors or 1 director and a company secretary. Please indicate the office held by signing in the appropriate place.

Privacy

Chapter 2C of the Corporations Act 2001 (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.

Deadline

Proxy Form must be received by the Company no later than 2.30pm, Wednesday 21st November 2007.

PROXY APPOINTMENT FORM GUNSON RESOURCES LIMITED

ABN 32 090 603 642

Nan	ne and address of member or joint mem	bers:			
—— App	ointment of proxy				
I/We	e, being a member/s of Gunson Resource	es Limited and entitled	to attend and	d vote, appoint	
dire	iling that person or, if no person is name cted below, or, if no directions are given, e Company to be held on Friday, 23rd N	, as the proxy or the Cl	hairman sees	fit, at the annua	al general meetin
Nan	ne of proxy (please print)				
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	pointing a second proxy, state the perceng rights applicable to the proxy appoint	· ,			%
Voti	ng directions to your proxy - please mar	k to indicate your dire	ections		
Busi	ness				
Resc	lution		For	Against	Abstain*
1 ,	Adoption of Remuneration Report				
2	Re-election of Mr Peter C Harley				
3 ,	Approval for past placement of shares				
4 ,	Approval for future placement of shares				
5 ,	Appointment of Auditor				
	ou mark the Abstain box for a particular item of bus nd your shares will not be counted in computing th	= :	-	e on that item on a s	show of hands or on a
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By n	narking this box, you acknowledge that t	the Chairman of the m	eeting may vo	ote as your	
orox	y even if he has an interest in the outcor	me of the relevant item	and that vot	es	
	by the Chairman as your proxy in relation ome, be disregarded.	on to the relevant item	will, if the Cl	nairman has an	interest in the
Sign	atures of individual member, joint indiv	idual member, attorne	y or compan	y member	
Men	nber, Attorney or Joint Member				
Sole	director and sole company secretary				
Dire	ctor -				
Dire	ctor/Company secretary (delete one)				
Con	tact name	Contact daytime to	elephone	Date	

YOUR ANNUAL REPORT OPTIONS



ABN 32 090 603 642

Level 2, 33 Richardson Street, West Perth · Western Australia 6005 PO Box 1217 · West Perth · Western Australia 6872 Telephone (08) 9226 3130 · Facsimile (08) 9226 3136 Email:enquiries@gunson.com.au Web: www.gunson.com.au

If you take no action, information on accessing your Annual Report online will be provided in your AGM notice and proxy form mail pack from next year.

Continue receiving a printed version of the Annual Report

To continue to receive a printed version of the Annual Report, please mark the Annual Report box below, fill in your postal details and send this letter to:

Gunson Resources Limited PO Box 1217 West Perth WA 6872

ANNUAL REPORT

Our Annual Report with detailed financial, remuneration and go	vernance information.
Shareholder's Name:	
Address:	