

**ENTITLEMENT OFFER CLEANSING NOTICE UNDER  
SECTION 708AA(2)(F) CORPORATIONS ACT**

This notice is given by Gunson Resources Limited (ACN 090 603 642) (ASX Code: GUN) (**Company**) under section 708AA(2)(f) of the Corporations Act 2001 (Cth) (**Act**), as notionally modified by Australian Securities and Investments Commission Class Order 08/35 (CO 08/35).

On 16 April 2014, the Company announced a non-renounceable pro rata entitlement offer of one fully paid ordinary share (**New Share**) for every five fully paid ordinary shares held as at 5.00 pm WST on 24 April 2014 (**Record Date**) to shareholders with a registered address in Australia or New Zealand (**Eligible Shareholders**) (**Offer**). The Company also announced on 16 April 2014 the completion of a placement which raised \$300,000 (**Placement**).

Pursuant to the **Offer**, the Company will issue up to 54,615,001 New Shares at an issue price of \$0.017 each, to raise up to \$928,455 (before costs).

An offer document in relation to the **Offer** (**Offer Document**) has been released to the ASX today and is expected to be dispatched to eligible shareholders on 30 April 2014.

The Company states that:

- (a) the Company will offer the New Shares for issue without disclosure to investors under Part 6D.2 of the Act, as notionally modified by CO 08/35;
- (b) the Company is providing this notice under section 708AA(2)(f) of the Act, as notionally modified by CO 08/35;
- (c) as at the date of this notice, the Company has complied with:
  - a. the provisions of Chapter 2M of the Act as they apply to the Company;
  - b. section 674 of the Act;
- (d) as at the date of this notice, there is no "excluded information" within the meaning of sections 708AA(8) and 708AA(9) of the Act, as notionally modified by CO 08/35; and
- (e) the **Offer** is not expected to have any material effect or consequence on the control of the Company, but any potential effect will depend on a number of factors including investor demand. However:
  - a. if all eligible shareholders take up their entitlements in full under the **Offer**, the **Offer** will have no effect on the control of the Company;



**GUNSON RESOURCES LIMITED**  
ABN 32 090 603 642

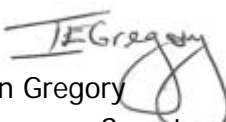
- b. the proportional interests in the Company of those eligible shareholders who do not take up their rights under the **Offer** will be diluted by those other shareholders who take up some, all or more than their rights; and
- c. the proportional interests in the Company of shareholders who are not eligible shareholders will be diluted because those shareholders are not entitled to participate in the **Offer**.

The Company has reserved the right, in accordance with ASX Listing Rule 7.2, Exception 3, to place any shortfall from the **Offer** at the discretion of the Board within 3 months of the closing date for the **Offer**.

Shareholders should also have regard to the dilutionary impact that the **Placement** will have on their shareholding. However, it should also be noted that no party will acquire voting power in the Company exceeding 20% as a result of the **Offer**, the placement of any **Offer** shortfall, or completion of the **Placement**.

Further details regarding the **Offer** are set out in the **Offer Document** lodged with ASX today.

Yours sincerely



Ian Gregory  
Company Secretary