



Allens Arthur Robinson

Date 16 April 2007
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From Allens Arthur Robinson
To **Company Announcements Office, Australian Stock Exchange Limited**
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Dear Sirs

**Change in Substantial Holding Notice:
 Gunson Resources Limited (ASX:GUN)**

In accordance with section 671B of the *Corporations Act 2001* (Cth), we attach a 'Notice of change of interests of substantial holder' (Form 604) in respect of Gunson Resources Limited on behalf of the Ospraie entities referred to in the notice.

Yours sincerely



Mark Malinas
 Senior Associate
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Attach

Our Ref BZOM:RDSM:305326349

wzam A0108403984v1 305326349 16.4.2007

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Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Gunson Resources Limited

ACN/ARSN ACN 090 603 642

1. Details of substantial holder (1)

Name Ospraie Management, LLC (and the Ospraie entities referred to in paragraph 4 below) (Ospraie)

ACN/ARSN (if applicable) _____

There was a change in the interests of the

substantial holder on 13/04/07

The previous notice was given to the company on 12/09/06

The previous notice was dated 9/09/06

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)
Fully paid ordinary	9,815,000	10.06%	9,700,000	8.92%

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
17/10/06	In each case, Ospraie	Disposal of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange	33 cents	25,000	25,000
19/10/06			33 cents	65,000	65,000
25/10/06		Acquisition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange	29.5 cents	100,000	100,000

27/10/06			28.5 cents	100,000	100,000
30/10/06			28.5 cents	100,000	100,000
31/10/06			28.5 cents	100,000	100,000
20/12/06			26.75 cents	200,000	200,000
27/12/06			27.5 cents	55,108	55,108
28/12/06			27.82 cents	156,500	156,500
12/01/07		Disposal of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange	31.50 cents	104,772	104,772
15/01/07			31.76	195,228	195,228
5/03/07		Acquisition of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange	28 cents	200,000	200,000
27/03/07		Disposal of fully paid ordinary shares through the share market conducted by the Australian Stock Exchange	31 cents	100,000	100,000
30/03/07			31.5 cents	5,508	5,508
3/04/07			31.78 cents	44,492	44,492
4/04/07			33.18 cents	189,836	189,836
5/04/07			33 cents	50,000	50,000
10/04/07			33 cents	29,600	29,600
12/04/07			31.52 cents	100,000	100,000
13/04/07			32.53 cents	217,172	217,172

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
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The Ospraie Portfolio Ltd. and its major shareholders The Ospraie Fund, L.P. and The Ospraie Intermediate Fund, Ltd.	Westpac Custodian Nominees Limited	The Ospraie Portfolio Ltd.	The Ospraie Portfolio Ltd. is the beneficial owner. The major shareholders named each hold more than 20% of the shares in The Ospraie Portfolio Ltd. and, as a result, each have a relevant interest by operation of section 608(3) of the Corporations Act.	8,705,639 fully paid ordinary shares	8,705,639
The Ospraie Special Opportunities Master Holdings Ltd and its major shareholders (Ospraie Special Opportunities L.P. and Ospraie Special Opportunities (Offshore) Master L.P.)	Westpac Custodian Nominees Limited	Ospraie Special Opportunities Master Holdings Ltd	The Ospraie Special Opportunities Master Holdings Ltd is the beneficial owner. The major shareholders named each hold more than 20% of the shares in The Ospraie Special Opportunities Master Holdings Ltd and, as a result, each have a relevant interest by operation of section 608(3) of the Corporations Act.	994,361 fully paid ordinary shares	994,361
Ospraie Management, LLC	Westpac Custodian Nominees Limited	The Ospraie Portfolio Ltd., and Ospraie Special Opportunities Master Holdings Ltd	Ospraie Management, LLC is the investment manager for The Ospraie Portfolio Ltd. and, as such, has the power to control voting and/or the disposal of the shares held by it. In addition, by operation of section 608(3) of the Corporations Act, Ospraie Management, LLC has a relevant interest in the shares in which Ospraie Advisors LP has a relevant interest.	9,700,000 fully paid ordinary shares. This is the aggregate of the shares listed above.	9,700,000. This is the aggregate of the votes listed above.
Ospraie Advisors L.P. (and its general partner, Ospraie Advisors, LLC)	Westpac Custodian Nominees Limited	Ospraie Special Opportunities Master Holdings Ltd	Ospraie Advisors L.P. is the investment manager for the Ospraie Special Opportunities Master Holdings Ltd and as such, has the power to control voting and/or the disposal of the shares held by them.	994,361 fully paid ordinary shares. This is the aggregate of the shares listed above for Ospraie Special Opportunities Master Holdings Ltd	994,361. This is the aggregate of the votes listed for Ospraie Special Opportunities Master Holdings Ltd

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
Not applicable	Not applicable

6. Addresses

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

Name	Address
Ospraie	c/o Ospraie Management, LLC 320 Park Avenue 27 th Floor New York, NY 10022 United States of America

Signature

print name MICHAEL FISCHERCapacity: General Counsel

sign here

Michael FischerDate: 4/13/07

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 on 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.