



Ground Floor 9 Havelock Street West Perth Western Australia 6005
PO Box 1217 West Perth Western Australia 6872
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To: ASX Company Announcements

Company:

Fax: 1300 300 021

From: DARRYL EDWARDS

Company: GUNSON RESOURCES
Phone: 08 9322 7600
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Date: 24 December 2001

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this cover page: 6**

AUSTRALIAN STOCK EXCHANGE



GUN000034

Re: Notice of General Meeting

Please find attached a Notice of General Meeting of the Company.



Darryl Edwards
Company Secretary



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21st December 2001

Dear Shareholder

Enclosed is a notice of general meeting to be held at the Company's office in West Perth at 10.00 am on Friday 1st February 2001.

The purpose of this meeting is to ratify the recent placement of 4.44 million shares at 30 cents per share. This will enable the Company to reinstate its capacity to issue additional shares up to 15% of its total share capital.

Your Directors will then be in a position to take advantage of further opportunities should they arise to add value to the Company's existing mineral exploration projects or to initiate new projects.

On behalf of the Board, I recommend that you vote in favour of the resolution.

Yours sincerely



W H CUNNINGHAM
Chairman

GUNSON RESOURCES LIMITED
ABN 39 090 603 642

NOTICE OF GENERAL MEETING

Notice is given that a *General Meeting* of the members of Gunson Resources Limited (ABN 39 090 603 642) (**Company**) will be held at Gunson Resources Limited, Ground Floor, 9 Havelock Street, West Perth, Western Australia 6005, on Friday, 1 February 2002 at 10.00am.

AGENDA

BUSINESS

SPECIAL BUSINESS

1. Resolution 1 – Ratification of Issue of Shares

To consider and, if thought fit to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of Listing Rule 7.4 of the Listing Rules of Australian Stock Exchange Limited and for all other purposes, shareholders ratify the allotment and issue on 5 December 2001 of 4,440,000 fully paid ordinary shares in the capital of the Company at an issue price of \$0.30 each, details of which are set out in the Explanatory Statement accompanying this Notice.

Short Explanation: Pursuant to ASX Listing Rule 7.4, where a company in general meeting ratifies a previous issue of securities pursuant to ASX Listing Rule 7.1, those securities shall be deemed to have been made with Shareholder approval for the purposes of ASX Listing Rule 7.1.

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the share issue and any associate of those persons.

DATED THIS 20th DAY OF DECEMBER 2001

BY ORDER OF THE BOARD



DARRYL EDWARDS
COMPANY SECRETARY

NOTES:

1. 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.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person excluded from voting as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or where it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.
3. For the purposes of Section 1109N of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is the "End of Day" (being 5.00pm Perth time) on 30 January 2002.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist shareholders with the consideration of the resolution set out in this Notice.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. Resolution 1 – Ratification of Issue of Shares

ASX Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of its total equity securities, or other securities with rights of conversion to equity, in a 12 month period if shareholders ratify the previous issue of securities.

On 5 December 2001, the Company issued 4,440,000 fully paid ordinary shares in the capital of the Company (**Shares**). This Resolution is placed before shareholders to allow this number of Shares to be excluded from the calculation set out in ASX Listing Rule 7.1.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- (a) the number of securities allotted and issued was 4,440,000 Shares;
- (b) the Shares were allotted and issued to clients of Intersuisse Limited (ABN 14 002 918 247);
- (c) the Shares were issued for \$0.30 each;
- (d) the Shares allotted and issued rank pari passu with the existing Shares on issue; and
- (e) the funds from the issue of Shares are to be applied to funding the Company's mineral exploration activities in Western Australian and South Australian .

2. Enquiries

Please contact David Harley (Managing Director) on 08 9226 3130 if you have any queries.

APPOINTMENT OF PROXY
GUNSON RESOURCES LIMITED
ABN 39 090 603 642
PO BOX 1217
WEST PERTH 6872
WESTERN AUSTRALIA
FAX: 08 9226 3136

PROXY FORM

GENERAL MEETING

I/We

being a member of Gunson Resources Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee (who will vote in favour of the resolution), to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the General Meeting to be held at the Company's office, Ground Floor, 9 Havelock Street, West Perth, Western Australia on 1 February 2002 at 10.00am (Perth Time) and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of the resolution.

If you do not wish to direct your proxy how to vote, please place a mark in the box

By marking this box, you acknowledge that the Chairman may exercise your proxy, even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder, will be disregarded because of that interest.

Voting on Business of the General Meeting

FOR AGAINST ABSTAIN

Resolution 1 Ratification of Issue of Shares- 4,440,000

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

Signed this day of 2002

By:

Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Director

Signature

Director/Company Secretary

Signature

Sole Director and Sole Company Secretary

GUNSON RESOURCES LIMITED

ABN 39 090 603 642

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - 2 directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and either:
 - send the Proxy Form by facsimile to the Company on facsimile number (08) 9226 3136;
 - send to the Company at PO Box 1217, West Perth 6872, Western Australia;
 - deliver it to the registered office of the Company at Ground Floor, 9 Havelock Street, West Perth 6005, Western Australia;

so that the Proxy Form is received no later than 5.00pm (Perth Time) on 30 January 2002.