



# Notice of Annual General Meeting and Explanatory Memorandum

**DATE:** 28 November 2012

**TIME:** 10.00 a.m. (WST)

**PLACE:** Middletons Level 32,  
44 St Georges Terrace Perth, Western Australia



ABN 32 090 603 642

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers. If you are unable to attend the AGM, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

The Annual Report is available online, visit: [www.gunson.com.au](http://www.gunson.com.au)

## AGENDA

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The Annual General Meeting of Gunson Resources Limited (**Company**) will be held at Middletons, Level 32, 44 St Georges Terrace, Perth WA 6000, on Wednesday 28 November 2012 at 10.00 a.m. (WST).

Terms used in this Notice of Meeting and the Explanatory Memorandum are defined in the Glossary.

The Explanatory Memorandum which accompanies and forms part of this Notice describes the matters to be considered at the AGM.

### AGENDA

#### 1. Financial reports

To receive and consider the annual Financial Report, the Directors' Report and the Auditor's Report of Gunson Resources Limited for the financial year ended 30 June 2012 which are contained within the Annual Report.

#### 2. Resolution 1 - Adoption of the Remuneration Report (non-binding resolution)

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

*'That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the Company (which is contained in the Directors' Report in the Annual Report) for the financial year ended 30 June 2012 be adopted.'*

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

#### Voting Prohibition Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

#### 3. Resolution 2 – Re-election Mr Peter Harley as a Director

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

*'That, for the purpose of clause 58.1 of the Constitution and for all other purposes, Mr Peter Harley, a Director who retires by rotation, and being eligible, is re-elected as a Director.'*

#### 4. Resolution 3 - Election of Mr Garret Dixon as a Director

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

*'That, for the purpose of clause 56.2 of the Constitution and for all other purposes, Mr Garret Dixon, a Director who was appointed on 5 September 2012, retires, and being eligible, is elected as a Director.'*

#### 5. Resolutions 4(a) & 4(b) – Approval for Past Placements of Shares

To consider and, if thought fit, to pass as ordinary resolutions:

4(a). *'That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 12,000,000 fully paid ordinary shares in the Company issued on 8 February 2012 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

## AGENDA

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**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if 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.

4(b) *'That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 17,400,000 fully paid ordinary shares in the Company issued on 31 August 2012 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their Associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or if 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.

**6. Conditional Resolution** (which will only be put to the meeting if Resolution - 1 Adoption of the Remuneration Report is voted **against** by more than 25% of votes).

### **Resolution 5 – Spill Resolution**

**If (and only if) the outcome of Resolution 1 in this Notice of Meeting is such that at least 25% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) are against the adoption of the Remuneration Report, the Company is required to put the following resolution to the Meeting.**

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

*'That:*

- (a) *a general meeting of the Company (**spill meeting**) be held within 90 days of the AGM;*
- (b) *all the Company's Directors (other than the Managing Director of the Company) who were Directors of the Company when the resolution to make the Directors' Report considered at the AGM was passed (such directors being Mr David Craig, Mr Peter Harley and Mr Garret Dixon), cease to hold office immediately before the end of the spill meeting; and*
- (c) *resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting pursuant to paragraph (b) above must be put to the vote at the spill meeting.'*

### **Voting Prohibition Statement**

The Company will disregard any votes cast on Resolution 5 by or on behalf of any member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or any Closely Related Party of such a member, unless the vote is cast by a person as a proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman of the Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

Shareholders are referred to Section 5 of the Explanatory Memorandum for an explanation of the background to the inclusion of Resolution 5 in this Notice of Meeting.





## NOTES

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For Intermediary Online subscribers only (custodians) please visit <http://www.intermediaryonline.com> to submit your voting intentions. Any proxy form received after 10.00 a.m. (WST) on 26 November 2012 will not be valid for the AGM.

### 7. Voting by corporate representatives

A body corporate may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act. A certificate of appointment of the corporate representative will be sufficient for these purposes and must be lodged with the Company and/or the Share Registrar before the AGM or at the registration desk on the day of the AGM. Certificates of appointment of corporate representatives are available on request by contacting the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

### 8. Questions from Shareholders

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

Mr Chris Burton of BDO Audit (WA) Pty Ltd, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2012 (or his representative), will attend the AGM. The Chairman of the AGM will allow a reasonable opportunity for the Shareholders as a whole to ask the auditor questions at the meeting about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) 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 5.00p.m. (WST) on 21 November 2012.

By Post: PO Box 1217  
West Perth, Western Australia 6872

By Facsimile: (08) 9226 3136 (within Australia)

By Facsimile: +61 8 9226 3136 (outside Australia)

In person: Level 1, 985 Wellington 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 five business days prior to the AGM, 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 2012. The Chairman of the AGM will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.



## NOTES

### 9. Annual Report

The Company advises that a copy of its Annual Report for the year ended 30 June 2012 is available to download at the website address, <http://www.gunson.com.au>.

When you access the Company's Annual Report online, you can view it and print a copy.

Please note that if you have elected to continue to receive a hard copy of the Company's annual reports, the Annual Report will accompany this Notice of Meeting or alternatively it will be mailed to you no later than 21 days before the AGM.

However, if you did not elect to continue to receive a hard copy of the Company's annual reports and now (or some time in the future) wish to receive a hard copy of the Company's annual reports, please contact the Share Registrar on 1300 655 248 (within Australia) or +61 3 9415 4887 (outside Australia).

### 10. Enquiries

Shareholders are invited to contact the Company Secretary, Mr Ian Gregory on +61 8 9226 3130 if they have any queries in respect of the matters set out in these documents.

By order of the board

Date: 23 October 2012



Signed: \_\_\_\_\_

Name: **Ian Gregory**  
Company Secretary

*The Notice of Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

## EXPLANATORY MEMORANDUM

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This Explanatory Memorandum and all attachments are important documents and should be read carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting please contact the Company, your stockbroker or other professional adviser.

This Explanatory Memorandum has been prepared for Shareholders in connection with the AGM of the Company to be held on Wednesday, 28 November 2012.

The purpose of this Explanatory Memorandum is to provide Shareholders with information the Board believes to be material to Shareholders in deciding whether or not to approve the resolutions detailed in the Notice of Meeting.

### 1. Financial Reports

The Corporations Act requires the annual Financial Report, Directors' Report, and the Auditor's Report to be received and considered at the AGM. Refer to section 9 of the Notes of the Notice of Meeting as to how to obtain a copy of the Annual Report.

The Corporations Act does not require Shareholders to vote on the Annual Report. However, Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the financial statements and reports contained within the Annual Report.

The Company's auditor, BDO Audit (WA) Pty Ltd, will be present at the AGM and Shareholders will have the opportunity to ask the auditor questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the Company's accounting policies and the independence of the auditor in relation to the conduct of the audit.

### 2. Resolution 1 - Adoption of the Remuneration Report

The Annual Report for the year ended 30 June 2012 contains the Remuneration Report which:

- (a) sets out the remuneration policy for the Company;
- (b) discusses the relationship between the remuneration policy and the Company's performance; and
- (c) details the remuneration arrangements for the Chief Executive Officer, senior executives and non-executive Directors.

The Remuneration Report is contained within the Directors' Reports in the Company's Annual Report and in the annual report section of the website at <http://www.gunson.com.au>.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the Company. The Chairman of the AGM will allow reasonable opportunity for Shareholders to ask questions about, or comment on, the Remuneration Report at the meeting.

Although voting on the adoption of the Remuneration Report is for advisory purposes only, if there are two consecutive votes at annual general meetings of the Company against the Remuneration Report of 25% or more (each year's votes being considered a **Strike**), at the second consecutive annual general meeting at which a Strike occurs (**Second Strike**), a resolution must be put to Shareholders to hold another meeting where each Director is nominated for re-election (**Spill Resolution**). If the Spill Resolution is passed, then the Company is required to hold an additional general meeting (**Further Meeting**) within 90 days of the Spill Resolution. At the Further Meeting all Directors (excluding the Managing Director) must be nominated for re-election.



## EXPLANATORY MEMORANDUM

More than 25% of the votes cast at the Company's annual general meeting last year were against the resolution to adopt the Remuneration Report (**First Strike**). The Company did not receive any specific feedback at the 2011 AGM or throughout the year on its remuneration practices and as a consequence, the Board has not taken any action to address the first strike.

Following the Company's First Strike, if 25% or more of the votes cast at this year's AGM are against Resolution 1, the Company will receive its Second Strike and Resolution 5 will be required to be put to the 2012 AGM.

Section 250R(4) of the Corporations Act prohibits any votes on this Resolution being cast by senior executives (or their associates) whose remuneration details are disclosed in the Remuneration Report. However, an exception to this prohibition exists to enable the Chairman to vote shareholders' undirected proxy votes. In this regard, you should specifically note that if you appoint the Chairman as your proxy and you indicate on the Proxy Form that you do not wish to specify how the Chairman should vote on Resolution 1, the Chairman will cast your votes in favour of Resolution 1. **If you wish to appoint the Chairman as your proxy but do NOT want your votes to be cast in favour of Resolution 1, you must indicate your voting intention by marking either 'against' or 'abstain' against Resolution 1 in the Proxy Form.**

### 3. Resolutions 2 and 3 – Election of Directors

Clause 58.1 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. A retiring Director is eligible for re-election. Mr Peter Harley retires in accordance with clause 58.1 of the Constitution and, being eligible, has offered himself for re-election.

Mr Garret Dixon was appointed as a Director by the Board on 5 September 2012. In accordance with clause 56.2 of the Constitution, a Director appointed by the Board holds office until the next annual general meeting and is then eligible for election. Mr Dixon seeks election as a Director of the Company.

Subject to Resolutions 2 and 3 being passed, after the AGM the Board will comprise Mr David Craig, Mr Peter Harley, Mr Garret Dixon and Mr David Harley.

Details on each Director's respective background including experience, knowledge and skills and their status as an independent or non-independent Director, are set out in the Annual Report.

The Board considers that the mix of executive and non-executive Directors collectively brings the range of skills, knowledge and experience necessary to direct the Company.

#### 3.1 Election of Mr Peter Harley

Mr Peter Harley was appointed as Director of the Company in December 1999, a position he continues to hold. With effect from the conclusion of this AGM, and subject to Resolution 2 being passed, Mr Peter Harley will remain a Director.

Mr Peter Harley retires in accordance with clause 58.1 of the Constitution and offers himself for re-election as a Director of the Company.

The Board (with the exception of Mr Peter Harley) recommends that Shareholders vote in favour of Resolution 2.



## EXPLANATORY MEMORANDUM

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### *3.2 Election of Mr Garret Dixon*

Mr Dixon was appointed as a Director by the Board on 5 September 2012 in accordance with clause 56.1 of the Constitution.

Mr Dixon retires in accordance with clause 56.2 of the Constitution and offers himself for election as a Director of the Company.

The Board (with the exception of Mr Dixon) recommends that Shareholders vote in favour of Resolution 3.

### **4. Resolutions 4 – Approval for Past Placements 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. In February and August 2012, the Company made placements of Shares as detailed below.

Resolutions 4(a) and 4(b) seek Shareholder approval under ASX Listing Rule 7.4 to ratify these past placements of Shares. The Company confirms that the issue of the Shares the subject of resolutions 4(a) and 4(b) did not breach ASX Listing Rule 7.1. None of the recipients of placement Shares was a related party of the Company within the meaning of the Corporations Act and the ASX Listing Rules.

The effect of the approval under ASX Listing Rule 7.4 of the past placements of Shares will be that these issues 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% placement limit imposed by ASX Listing Rule 7.1 (i.e. the 15% limit is “renewed” to the extent of the approval).

ASX Listing Rule 7.5 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4 and the following information is included in this Explanatory Memorandum for this purpose:

*4.1 the number, issue price, issue date and recipients of the Shares issued by the Company are as follows:*

- Resolution 4(a), 12,000,000 Shares at 20 cents per Share to sophisticated and institutional investors on 8 February 2012, announced to ASX on 6 February 2012; and
- Resolution 4(b), 17,400,000 Shares at 12 cents per Share to sophisticated and institutional investors on 31 August 2012, announced to ASX on 24 August 2012;

*4.2 the funds raised from the placements above have been and will be used to:*

- advance the commercial development of the Coburn Zircon Project;
- progress negotiations on financing of the Coburn Zircon Project; and
- general working capital purposes;

*4.3 all of the Shares issued pursuant to the placements above were fully paid ordinary shares which ranked equally with all other existing Shares from their date of issue; and*

*4.4 a voting exclusion statement is included in the Notice.*

The Directors believe that resolutions 4(a) and 4(b) are in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of these resolutions.



## EXPLANATORY MEMORANDUM

### 5. Resolution 5 – Spill Resolution

As set out above in the Explanatory Memorandum relating to Resolution 1, the Directors' Report for the year ended 30 June 2012 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2012 Annual Report.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast are against the adoption of the 2011 Remuneration Report at the 2011 annual general meeting, and then again at the 2012 AGM, the Company will be required to put this Resolution 5 to the AGM, to approve calling a general meeting (**spill resolution**).

At the Company's 2011 annual general meeting, over 25% of the votes cast were against the adoption of the Remuneration Report. Accordingly, if the outcome of Resolution 1 in this Notice of Meeting is such that at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company is required to put the spill resolution to the AGM.

If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene a general meeting (**spill meeting**) within 90 days of the AGM. All of the Directors who were in office when the Directors' Report was approved, other than the Managing Director (namely Mr David Craig, Mr Peter Harley and Mr Garret Dixon) will (if this resolution is approved) need to stand for re-election at the spill meeting. Following the spill meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

If Mr Peter Harley and Mr Garret Dixon are re-elected at this year's AGM, they will still need to be re-elected at the Spill Meeting to remain in office after the spill meeting if Shareholders vote to move to a Spill Meeting if a "second strike" eventuated.

Shareholders may vote against the adoption of the Remuneration Report (Resolution 1), but may still vote against a spill meeting being held. If Resolution 5 is defeated, there will be no Board spill and the current Directors will remain and hold office in accordance with the Constitution of the Company.

As a public company is required to have a minimum of three directors, the Corporations Act includes a mechanism to ensure that the Company will have at least three directors (including the Managing Director) after the spill meeting. If at the spill meeting, three directors are not appointed by ordinary resolution, the persons taken to be appointed are those with the highest percentage of votes favouring their appointment cast at the spill meeting on the resolution for their appointment (even if less than half the votes cast on the resolution were in favour of their appointment).

The Board believes that the passing of Resolution 5 is not beneficial for the Company as it will create uncertainty as to the future of the Company and, in particular, the commercial development, and financing of the Coburn Zircon Project, and the continued exploration and feasibility study expenditure on the Company's other current assets, which comprise the Mount Gunson Copper Project, Fowlers Bay Nickel Project and Tennant Creek Gold-Copper Project. Accordingly, the Directors believe that Resolution 5 is **NOT** in the best interests of the Company and unanimously recommend that Shareholders vote **AGAINST** this Resolution.

## GLOSSARY

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In this document:

**AGM** means the Annual General Meeting of the Company to be held on 28 November 2012, or any adjournment or postponement of the Annual General Meeting.

**Annual Report** means the Company's Annual Report for the year ended 30 June 2012 containing the Financial Report, the Directors' Report and the Auditors Report.

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

**ASX** means ASX Limited (ACN 000 943 377) or the Australian Securities Exchange, as appropriate.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX.

**Auditor's Report** means the Auditor's Report on the Financial Report.

**Board** means the Company's Board of Directors.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Gunson Resources Limited (ACN 090 603 642).

**Constitution** means the Company's Constitution, as amended from time to time.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the Directors of the Company.

**Directors' Report** means the annual Directors' Report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

**Explanatory Memorandum** means the Explanatory Memorandum which accompanies and forms part of the Notice of Meeting.

**Financial Report** means the annual Financial Report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

**Notice** or **Notice of Meeting** means this notice of Annual General Meeting.

**Proxy Form** means the proxy form attached to the Notice of Meeting.

**Remuneration Report** means the Remuneration Report which is contained in the Directors' Report.

**Resolution** means a resolution referred to in the Notice of Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**Share Registrar** means Computershare Investor Services Pty Ltd (ACN 000 937 879).

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules.

**VWAP** means volume weighted average price.

**WST** means Australian Western Standard Time.





**GUNSON RESOURCES LIMITED**

Gunson Resources Limited  
Level 1, 985 Wellington Street  
West Perth WA 6005  
PO Box 1217 West Perth WA 6872

Tel: 08 9226 3130

Fax: 08 9226 3136

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

Web: [www.gunson.com.au](http://www.gunson.com.au)



GUNSON RESOURCES LIMITED

ABN 32 090 603 642

**Lodge your vote:**



**By Mail:**

Computershare Investor Services Pty Ltd  
GPO Box 242  
Melbourne Victoria  
Australia 3001

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

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(within Australia) 03 9415 4000  
(outside Australia) +61 3 9415 4000

┌ 000001 000 GUN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



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## Proxy Form

**For your vote to be effective it must be received by 10:00am (WST) Monday 26 November 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

View the Annual Report:

**[www.gunson.com.au](http://www.gunson.com.au)**

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Gunson Resources Limited hereby appoint

the Chairman of the Meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Gunson Resources Limited to be held at Middletons, Level 32, 44 St George's Terrace, Perth WA 6000 on Wednesday, 28 November 2012 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 5 (except where I/we have indicated a different voting intention below) even though Items 1 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 5 where the Chairman of the Meeting will be voting against.**

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 5 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

As stated in the notice of meeting, the directors recommend that you vote FOR Resolutions 1 to 4		For	Against	Abstain
Resolution 1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Peter Harley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Mr Garret Dixon as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4a	Approval for Past Placement of Shares - February 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4b	Approval for Past Placements of Shares - August 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**As stated in the notice of meeting, the directors recommend that you vote AGAINST Resolution 5**

Resolution 5	Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

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Date / /

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