

COR R1

26th October 2009

Dear Shareholder

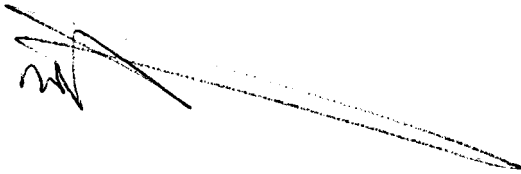
ANNUAL GENERAL MEETING

On behalf of the Board of Directors, I am pleased to invite you to the tenth Annual General Meeting of the Company, to be held in The Langley Room, Novotel Perth Langley, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 26 November 2009 at 10.00 am Western Standard Time.. A copy of the Notice of Meeting is enclosed and if you are able to attend, please bring this letter with you to facilitate your admission to the Meeting. Registration for shareholders at the Meeting is from 9.45 am.

If you are unable to attend but wish to vote on any of the resolutions to be put to the Meeting, a proxy form for your use is enclosed with the Notice of Meeting.

A copy of the Company's 2009 Annual Report is available on the website at www.gunson.com.au. At the conclusion of the Meeting, I invite you to join the Directors and senior management for morning tea.

Yours sincerely



W H CUNNINGHAM
CHAIRMAN

Enc

COR R1

26th October 2009

Dear Shareholder

ANNUAL REPORT & GENERAL MEETING

1. Annual Report

On behalf of the Board of Directors, I have pleasure in enclosing this year's Annual Report.

You may recall that in 2008, you elected to receive a copy of the Report and we welcome your interest in keeping abreast of the Company's activities via the Report.

Significant progress has been made on the Coburn zircon and Mount Gunson copper projects during the past year and this is summarised in the Report.

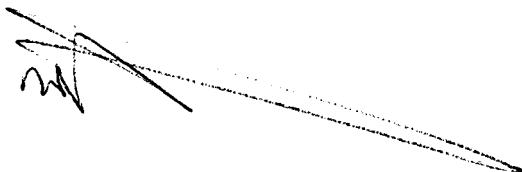
2. Annual General Meeting

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If you are unable to attend but wish to vote on any of the resolutions to be put to the Meeting, a proxy form for your use is enclosed with the Notice of Meeting.

At the conclusion of the Meeting, I invite you to join the Directors and Senior Management for morning tea.

Yours sincerely



W H CUNNINGHAM
CHAIRMAN

Enc



NOTICE OF ANNUAL GENERAL MEETING

Gunson Resources Limited (Company) gives notice that the annual general meeting of Shareholders will be held in The Langley Room, Novotel Perth Langley, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 26 November 2009 at 10.00 am Western Standard Time.

The Explanatory Statement to this Notice describes the matters to be considered at the AGM. The Explanatory Statement and the Proxy Form form part of this Notice. Terms used in the Explanatory Statement and the Proxy Form have the meaning given to them in this Notice.

AGENDA

BUSINESS

1. Reports and Accounts

To receive and consider the annual financial report, and the reports of the Directors and of the Company's auditor, for the financial year ended 30 June 2009.

2. Resolution 1 – Remuneration report

To consider, and if thought fit, to pass the following resolution as a **non-binding ordinary 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 2009.”

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 as a Director

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

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

4. Resolution 3 – Approval for past placements of Shares

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

3(a) *“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 4,030,000 fully paid ordinary shares in the Company issued on 5 February 2009 on the terms and conditions set out in the Explanatory Statement 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.

3(b) *“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,000,000 fully paid ordinary shares in the Company issued on 4 March 2009 on the terms and conditions set out in the Explanatory Statement 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.

3(c) *“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 11,300,000 fully paid ordinary shares in the Company issued on 9 July 2009 on the terms and conditions set out in the Explanatory Statement 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.

5. Resolution 4 – Approval to adopt proportional takeover provisions in the Constitution

To consider, and if through fit, pass the following resolution as a **special resolution**:

“That the Constitution of the Company be altered by adopting clause 23, in the form of the Schedule to the Explanatory Statement accompanying this Notice of Meeting, for a period of three years commencing on 26 November 2009.”

BY ORDER OF THE BOARD



IAN GREGORY
COMPANY SECRETARY

West Perth
21 October 2009

Voting Exclusion Note: Where a voting exclusion applies, 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 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.

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.

GLOSSARY

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

AGM means the annual general meeting notified to Shareholders by this Notice.

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 Australian Securities Exchange or ASX Limited (ACN 008 624 691), as the context requires.

ASX Listing Rules means the official listing rules of the ASX.

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).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Explanatory Statement means the explanatory statement which accompanies and forms part of this Notice.

Notice or Notice of Meeting means this notice of annual general meeting which incorporates the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form enclosed with this Notice.

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

Share Registry means Computershare Investor Services Pty Ltd.

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

WST means Western Standard Time, Perth, Western Australia.

VOTING IN PERSON

A Shareholder that is an individual may attend and vote in person at the AGM. If you wish to attend the AGM, please arrive 20 minutes prior to the start of the AGM to facilitate a registration process. If you are attending the AGM and have not lodged a proxy form, please bring the Proxy Form with you to assist with the registration process.

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the AGM 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 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.

A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the AGM. 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 AGM. The date is 5.00 pm WST on Tuesday, 24 November 2009. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

VOTING BY PROXY

If you are unable to attend the AGM please complete and return the enclosed Proxy Form in accordance with the specified instructions.

To vote by proxy:

- the signed and completed Proxy 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 10.00 am WST on Tuesday, 24 November 2009.

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

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 AGM 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 2009 (or his representative), will attend the AGM. The chairman of the AGM 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 written questions by fax or to the address below by no later than Thursday, 19 November 2009.

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 AGM, the Company will make available to Shareholders a list of those questions directed to the auditor received in writing at least 5 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 2009. The chairman of the AGM will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

GUNSON RESOURCES LIMITED

ABN 32 090 603 642

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement forms part of the Notice 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 in The Langley Room, Novotel Perth Langley, 221 Adelaide Terrace, Perth, Western Australia on Thursday, 26 November 2009 at 10.00 am WST.

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 AGM to raise questions on the reports themselves and on the performance of the Company generally. No formal resolution to adopt the reports will be put to Shareholders at the AGM (save for resolution 1 in relation to the remuneration report).

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 2009.

A reasonable opportunity will be provided for discussion of the remuneration report at the AGM.

ITEM 3 – RESOLUTION 2: RE-ELECTION OF MR PETER C HARLEY AS A DIRECTOR

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 these requirements of the Company's Constitution, and, being eligible, offers himself for re-election as a Director at the AGM.

Peter C Harley B.Com., F.C.P.A. (Non-Executive Director) Age 59

Peter Harley is an experienced manager and director with over 25 years association with a number of public and private companies. Peter has been a non-executive director of Perilya Ltd since November 2003. He was non-executive chairman of Blaze International Ltd until May 2007 and non-executive chairman of iiNet Ltd until November 2007.

The Directors, excluding Mr. Peter Harley, recommend that Shareholders vote in favour of resolution 2. The chairman of the meeting 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. In February, March and July of this year, the Company made placements of Shares as detailed below.

Resolutions 3(a), 3(b) and 3(c) in Item 4 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 3(a), 3(b) and 3(c) 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 2001* (Cth) 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% limit imposed by ASX Listing Rule 7.1 (ie 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 Statement for this purpose:

(a) the quantity, issue price, issue date and recipients of the Shares issued by the Company is as follows:

- resolution 3(a), 4,030,000 Shares at 5.5 cents per Share to the following Shareholders on 5 February 2009, announced to ASX 2 February 2009

NAME	NO. OF SHARES
Mrs Virginia Roberta Klingler	1,000,000
Narlack Pty Ltd – Piperoglou Pension A/C	300,000
Sophisticated and professional investor clients of Intersuisse Limited	2,730,000
	4,030,000

- resolution 3(b), 1,000,000 Shares at 5.5 cents per Share to a sophisticated investor client of Intersuisse Limited on 4 March 2009, announced to ASX on that date; and
- resolution 3(c), 11,300,000 Shares at 10 cents per Share to sophisticated and professional investor clients of Bell Potter Securities Limited and Intersuisse Limited on 9 July 2009, announced to ASX on 6 July 2009; and

(b) the funds raised from the placements above have been and will be used for:

- finalising construction tenders and selecting offtake investors for the Coburn Zircon Project;
- funding the Design Definition Study on the Coburn Zircon Project;
- continuing the feasibility study on the Mount Gunson Copper Project;
- drilling of 2 nickel sulphide targets on the Burkin Project;
- advancing Gunson's other mineral exploration projects; and
- general working capital purposes; and

(c) 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;

(d) a voting exclusion statement is included in the Notice.

The Directors of the Company believe that resolutions 3(a), 3(b) and 3(c) are in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of these resolutions.

ITEM 5 – RESOLUTION 4: APPROVAL TO ADOPT PROPORTIONAL TAKEOVER PROVISIONS IN THE CONSTITUTION

Under the Corporations Act, a company is empowered to include in its constitution a provision to enable the company to refuse to register shares acquired under a proportional takeover bid unless a resolution is passed by shareholders in general meeting approving the offer.

The Company's Constitution previously contained a clause (clause 23) that enabled the Company to refuse to register Shares acquired under a proportional takeover bid unless approved by a resolution of Shareholders. Clause 23 was not renewed for a period of more than three years and by its terms ceased to have effect and, in accordance with section 648G(3) of the Corporations Act, was deemed to be omitted from the Company's Constitution.

In the Directors' view, it is now appropriate to consider reinsertion of clause 23 in the Company's Constitution. The proposed new clause 23 is in identical terms to the previous provision. The proposed new clause would operate for three years, and would then cease to apply unless renewed or reinserted by a further special resolution of Shareholders.

Resolution 4 is a special resolution which means that a vote to pass this resolution is decided on a 75% majority of the votes cast by Shareholders entitled to vote on this resolution.

If resolution 4 is passed, then for 21 days after the meeting the Shareholders holding 10% or more of the Company's Shares would have the right to apply to the court to have the resolution set aside. The court may set aside the resolution if the court is satisfied in all the circumstances that it is appropriate to do so.

The Corporations Act requires certain information to be included in the notice of meeting where the approval of members is sought to adopt proportional takeover provisions.

That information is set out below.

(a) Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of that Shareholder's Shares.

(b) Effect of the proposed takeover provisions

If a proportional takeover bid is made, the Directors must ensure that a resolution of Shareholders to approve the takeover bid is voted on more than 14 days before the last day of the bid period. The vote is decided on a simple majority and each person (other than the bidder and their associates) who, as at the end of the day on which the first offer under the bid was made, held bid class securities, is entitled to vote. If the resolution is not passed, transfers giving effect to takeover contracts for the bid will not be registered and the offer will be taken to have been withdrawn. If the resolution is not voted on, the bid will be taken to have been approved.

If the bid is approved (or taken to have been approved), the transfers must be registered (provided they comply with other provisions of the Corporations Act and the Constitution).

The proportional takeover approval provisions do not apply to full takeover bids.

(c) Reasons for proportional takeover provisions

A proportional takeover bid may result in control of the Company changing without Shareholders having the opportunity to dispose of all of their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders are exposed to the risk of being left as a minority in the Company and the risk of the bidder being able to acquire control of the Company without payment of an adequate control premium.

These provisions allow Shareholders to decide whether a proportional takeover bid is acceptable in principle, and assist in ensuring that any partial bid is appropriately priced.

To assess the merits of these provisions, Shareholders should make a judgement as to what events are likely to occur to the Company during the three year life of the proposed new clause 23.

(d) Potential advantages and disadvantages

The Directors consider that the proposed proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages for Shareholders of the proposed proportional takeover provisions include the following:

- Shareholders have the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- that may assist Shareholders from being locked in as a minority;
- they increase the bargaining power of Shareholders and may assist in ensuring that any proportional takeover bid is adequately priced; and
- each individual Shareholder may better assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders and assist in deciding whether to accept or reject an offer under the takeover bid.

The potential disadvantages for Shareholders include the following:

- proportional takeover bids for Shares in the Company may be discouraged;
- Shareholders may lose an opportunity to sell some of their Shares at a premium; and
- the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors do not believe the potential disadvantages outweigh the potential advantages of adopting the proposed proportional takeover provisions.

(e) Previous operation of clause 23

While clause 23 was in effect, there were no takeover bids for the Company, either proportion or full. So the Directors cannot point to any more specific advantages or disadvantages evident from the operation of the clause during that period.

(f) Knowledge of any acquisition proposals

As at the date on which this notice of meeting was prepared, no Director of the Company is aware of any proposal by any person to acquire or to increase the extent of a substantial interest in the Company.

(g) Recommendation of the Board

The Directors consider that the proposed insertion of new clause 23 in the Company's Constitution is in the interests of Shareholders and unanimously recommend that Shareholders vote in favour of resolution 4.

SCHEDULE

Proposed clause 23

23 Proportional Takeover Scheme

- 23.1 The registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under a Proportional Takeover Scheme is prohibited unless and until a Proportional Takeover Resolution is passed.
- 23.2 A person (other than the Offeror or a person associated with the Offeror) who, as at the end of the day on which the first offer under the Proportional Takeover Scheme was made, held Shares of the class which are the subject of the Proportional Takeover Scheme:
- (a) may vote on a Proportional Takeover Resolution; and
 - (b) has one vote for each of the Shares.
- 23.3 Where offers have been made under a Proportional Takeover Scheme, the Directors must ensure that a Proportional Takeover Resolution is voted on at a meeting of the persons described in **clause 23.2** before the Relevant Day.
- 23.4 A Proportional Takeover Resolution is passed if more than one-half of the votes cast on the resolution are cast in favour of the resolution, and otherwise is taken to have been rejected.
- 23.5 The provisions of this Constitution that apply in relation to a general meeting of the Company apply, with any modifications that circumstances require, in relation to a meeting that is convened under this **clause 23** as if the meeting was a general meeting of the Company.
- 23.6 Where a Proportional Takeover Resolution is voted on in accordance with this **clause 23** before the Relevant Day the Company must, on or before the Relevant Day:
- (a) give to the Offeror; and
 - (b) serve on ASX,
a notice in writing stating that the Proportional Takeover Resolution has been voted on and that it has been passed, or has been rejected, as the case requires.
- 23.7 If at the end of the day before the Relevant Day no Proportional Takeover Resolution has been voted on in accordance with this clause, a resolution to approve the Proportional Takeover Scheme will, for the purposes of this **clause 23**, be taken to have been passed in accordance with this **clause 23**.
- 23.8 This **clause 23** will cease to have effect three years after the date of its adoption or its last renewal.

PROXY FORM

GUNSON RESOURCES LIMITED
ABN 32 090 603 642

APPOINTMENT OF PROXY

Your Annual Report is available online, simply visit: www.gunson.com.au

ANNUAL GENERAL MEETING

I/We

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

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the chairman of the AGM as your proxy

or failing the person so named or, if no person is named, the chairman of the AGM, or the chairman's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the AGM to be held at 10.00 am WST on Thursday, 26 November 2009 in The Langley Room, Novotel Perth Langley, 221 Adelaide Terrace, Perth, Western Australia and at any adjournment thereof.

If no directions are given, the chairman of the AGM will vote in favour of all the resolutions.

Voting on Business of the General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Mr Peter C Harley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(a) – Approval for past placement of 4,030,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(b) – Approval for past placement of 1,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(c) – Approval for past placement of 11,300,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Adoption of proportional takeover provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____ %

Signed this _____ day of _____ 2009

By:

Signatures of individual member, joint individual member, attorney or company member

Member, Attorney or Joint Member

Sole director and sole company secretary

Joint Member

Director

Joint Member

Director/Company secretary
(delete one)

Contact name

Contact daytime telephone

Date

Instructions for completion of Proxy 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 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 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 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 AGM 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 AGM 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 AGM.

Voting directions to your proxy

You may direct your proxy how to vote by marking 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 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 Form may be obtained by telephoning the Company or you may copy this form. Both Proxy 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 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.