

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

Sundance Resources Limited

ABN

19 055 719 394

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 111,428,571 fully paid ordinary shares |
| 3 | Principal terms of the +securities (e.g. if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Fully Paid Ordinary Shares on conversion of Convertible Notes. |
| 4 | Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities? | The shares will rank equally in all respects with existing fully paid ordinary shares. |
| 5 | Issue price or consideration | \$0.0035 per share. |

+ See chapter 19 for defined terms.

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Conversion of 3,900 2016 Investor Group Notes
6a	Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i	Yes
6b	The date the security holder resolution under rule 7.1A was passed	17 February 2017
6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	Nil
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	N/A
6f	Number of +securities issued under an exception in rule 7.2	111,428,571 fully paid ordinary shares issued on 26 February 2018 upon conversion of 3,900 \$100 2016 Investor Group Convertible Notes held by Senrigan Master Fund
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Nil
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Nil

+ See chapter 19 for defined terms.

6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	7.1 capacity - 1,210,627,028 7.1A capacity - 807,084,685																																		
7	+Issue dates Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A. Cross reference: item 33 of Appendix 3B.	26 February 2018																																		
8	Number and +class of all +securities quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="783 557 1043 607">Number</th> <th data-bbox="1043 557 1476 607">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="783 607 1043 741">8,070,846,852</td> <td data-bbox="1043 607 1476 741">Fully paid ordinary shares</td> </tr> </tbody> </table>	Number	+Class	8,070,846,852	Fully paid ordinary shares																														
Number	+Class																																			
8,070,846,852	Fully paid ordinary shares																																			
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<table border="1"> <thead> <tr> <th data-bbox="783 768 1043 817">Number</th> <th data-bbox="1043 768 1476 817">+Class</th> </tr> </thead> <tbody> <tr> <td colspan="2" data-bbox="1043 817 1476 853"><u>UNLISTED OPTIONS</u></td> </tr> <tr> <td data-bbox="783 853 1043 952">260,000,000</td> <td data-bbox="1043 853 1476 952">Investor Consortium Options exercisable at \$0.0695 per option</td> </tr> <tr> <td data-bbox="783 952 1043 1025">200,000,000</td> <td data-bbox="1043 952 1476 1025">Noble Options exercisable at \$0.0695 per option</td> </tr> <tr> <td data-bbox="783 1025 1043 1099">260,000,000</td> <td data-bbox="1043 1025 1476 1099">Wafin Options exercisable at \$0.0695 per option</td> </tr> <tr> <td data-bbox="783 1099 1043 1205">100,000,000</td> <td data-bbox="1043 1099 1476 1205">2017 Options exercisable at \$0.003 per option vesting 1/12/2017 expiring 7/4/2022</td> </tr> <tr> <td data-bbox="783 1205 1043 1310">100,000,000</td> <td data-bbox="1043 1205 1476 1310">2017 Options exercisable at \$0.006 per option vesting 1/12/2018 expiring 7/4/2023</td> </tr> <tr> <td data-bbox="783 1310 1043 1384"><u>.....</u> 920,000,000</td> <td></td> </tr> <tr> <td colspan="2" data-bbox="1043 1384 1476 1420"><u>PERFORMANCE RIGHTS</u></td> </tr> <tr> <td data-bbox="783 1420 1043 1494"><u>3,956,839</u> 3,956,839</td> <td data-bbox="1043 1420 1476 1494">2014 LTI</td> </tr> <tr> <td colspan="2" data-bbox="1043 1494 1476 1529"><u>CONVERTIBLE NOTES</u></td> </tr> <tr> <td data-bbox="783 1529 1043 1588">200,000</td> <td data-bbox="1043 1529 1476 1588">Noble</td> </tr> <tr> <td data-bbox="783 1588 1043 1624">240,000</td> <td data-bbox="1043 1588 1476 1624">Investor Consortium</td> </tr> <tr> <td data-bbox="783 1624 1043 1659">400,000</td> <td data-bbox="1043 1624 1476 1659">Wafin</td> </tr> <tr> <td data-bbox="783 1659 1043 1695">70,000</td> <td data-bbox="1043 1659 1476 1695">2015 Investor Group</td> </tr> <tr> <td data-bbox="783 1695 1043 1731"><u>2,600</u></td> <td data-bbox="1043 1695 1476 1731">2016 Investor Group</td> </tr> <tr> <td data-bbox="783 1731 1043 1771">912,600</td> <td></td> </tr> </tbody> </table>	Number	+Class	<u>UNLISTED OPTIONS</u>		260,000,000	Investor Consortium Options exercisable at \$0.0695 per option	200,000,000	Noble Options exercisable at \$0.0695 per option	260,000,000	Wafin Options exercisable at \$0.0695 per option	100,000,000	2017 Options exercisable at \$0.003 per option vesting 1/12/2017 expiring 7/4/2022	100,000,000	2017 Options exercisable at \$0.006 per option vesting 1/12/2018 expiring 7/4/2023	<u>.....</u> 920,000,000		<u>PERFORMANCE RIGHTS</u>		<u>3,956,839</u> 3,956,839	2014 LTI	<u>CONVERTIBLE NOTES</u>		200,000	Noble	240,000	Investor Consortium	400,000	Wafin	70,000	2015 Investor Group	<u>2,600</u>	2016 Investor Group	912,600	
Number	+Class																																			
<u>UNLISTED OPTIONS</u>																																				
260,000,000	Investor Consortium Options exercisable at \$0.0695 per option																																			
200,000,000	Noble Options exercisable at \$0.0695 per option																																			
260,000,000	Wafin Options exercisable at \$0.0695 per option																																			
100,000,000	2017 Options exercisable at \$0.003 per option vesting 1/12/2017 expiring 7/4/2022																																			
100,000,000	2017 Options exercisable at \$0.006 per option vesting 1/12/2018 expiring 7/4/2023																																			
<u>.....</u> 920,000,000																																				
<u>PERFORMANCE RIGHTS</u>																																				
<u>3,956,839</u> 3,956,839	2014 LTI																																			
<u>CONVERTIBLE NOTES</u>																																				
200,000	Noble																																			
240,000	Investor Consortium																																			
400,000	Wafin																																			
70,000	2015 Investor Group																																			
<u>2,600</u>	2016 Investor Group																																			
912,600																																				
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A																																		

+ See chapter 19 for defined terms.

Part 2 - Pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the +securities will be offered	N/A
14	+Class of +securities to which the offer relates	N/A
15	+Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A

+ See chapter 19 for defined terms.

25	If the issue is contingent on security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Issue date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of ⁺securities
(tick one)

(a) ⁺Securities described in Part 1

(b) All other ⁺securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

+ See chapter 19 for defined terms.

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the +securities are +equity securities, the names of the 20 largest holders of the additional +securities, and the number and percentage of additional +securities held by those holders
- 36 If the +securities are +equity securities, a distribution schedule of the additional +securities setting out the number of holders in the categories
- 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over
- 37 A copy of any trust deed for the additional +securities

Entities that have ticked box 34(b)

- 38 Number of +securities for which +quotation is sought
- 39 +Class of +securities for which quotation is sought
- 40 Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?
- If the additional +securities do not rank equally, please state:
- the date from which they do
 - the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 - the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment
- 41 Reason for request for quotation now
- Example: In the case of restricted securities, end of restriction period
- (if issued upon conversion of another +security, clearly identify that other +security)

+ See chapter 19 for defined terms.

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the +securities in clause 38)		

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 26 February 2018
 (Director/Company Secretary)
 Print name: CAROL MARINKOVICH

== == == == ==

+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid +ordinary securities on issue 12 months before the +issue date or date of agreement to issue	7,000,658,916
<p>Add the following:</p> <ul style="list-style-type: none"> • Number of fully paid +ordinary securities issued in that 12 month period under an exception in rule 7.2 • Number of fully paid +ordinary securities issued in that 12 month period with shareholder approval • Number of partly paid +ordinary securities that became fully paid in that 12 month period <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>Include only ordinary securities here – other classes of equity securities cannot be added</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	<p style="text-align: right;">100,000,000 (issue to Exec Mgmt under new salary structuring arrangements) 21 February 2017</p> <p style="text-align: right;">1,318,121 (options exercised under the Entitlement Offer dated 3 February 2016) 14 March 2017</p> <p style="text-align: right;">46,580 (options exercised under the Entitlement Offer dated 3 February 2016) 20 June 2017</p> <p style="text-align: right;">384,133 (options exercised under the Entitlement Offer dated 3 February 2016) 11 August 2017</p> <p style="text-align: right;">3,174,715 (options exercised under the Entitlement Offer dated 3 February 2016) 25 August 2017</p> <p style="text-align: right;">42,610,469 (options exercised under the Entitlement Offer dated 3 February 2016) 7 September 2017</p> <p style="text-align: right;">5,400 (options exercised under the Entitlement Offer dated 3 February 2016) 7 September 2017</p> <p style="text-align: right;">386,044,838 (Issued under Share Purchase Plan announced 25 August 2017) 25 September 2017</p>

+ See chapter 19 for defined terms.

	<p>92,115,144 (Top-up Placement to sophisticated investors announced 25 August 2017) 25 September 2017 Approved by Shareholders 29 November 2017</p> <p>147,345,679 (issue to Hanlong) 4 December 2017</p> <p>185,714,286 (issue to Noble) 13 February 2018</p> <p>111,428,571 (issue to Senrigan) 26 February 2018</p>
Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period	Nil
“A”	8,070,846,852

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	1,210,627,028
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of ⁺equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p><i>Note:</i></p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15	1,210,627,028

+ See chapter 19 for defined terms.

<i>Note: number must be same as shown in Step 2</i>	
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	1,210,627,028

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	8,070,846,852
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	807,084,685
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period under rule 7.1A <i>Notes:</i> <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	807,084,685
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	807,084,685

+ See chapter 19 for defined terms.