

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 | <ol style="list-style-type: none"> 1. Fully paid ordinary shares. 2. Options (to be quoted). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | <ol style="list-style-type: none"> 1. 3,302,558,630 fully paid ordinary shares (New Shares). 2. 3,302,558,630 free attaching options over fully paid ordinary shares (New Options). <p>Refer to the prospectus lodged with ASX on 3 February 2016 (Prospectus) for further details.</p> |
| 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) | <ol style="list-style-type: none"> 1. The New Shares will have the same terms as, and rank equally in all respects with, existing fully paid ordinary shares on issue at the date of the Prospectus. 2. New Options will be exercisable at a price of A\$0.006 each and will expire at 5.00pm (Perth time) on 31 August 2017. On exercise, each New Option will entitle the holder of the New Option to one fully paid ordinary share in Sundance. |
| 4 | 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 | <ol style="list-style-type: none"> 1. Yes, the New Shares will rank equally in all respects with existing fully paid ordinary shares on issue at the date of the Prospectus. 2. No, the New Options are a new class of options (to be quoted). The fully paid ordinary shares issued |

+ See chapter 19 for defined terms.

<p>rank equally, please state:</p> <ul style="list-style-type: none"> • 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 	<p>on exercise of the New Options will, upon allotment, rank parri passu in all respects with existing fully paid ordinary shares then on issue.</p>
<p>5 Issue price or consideration</p>	<p>1. A\$0.005 per New Share. 2. Nil consideration for the issue of New Options (free attaching to New Shares on the basis of 1 New Option for every 1 New Share subscribed). The exercise price is A\$0.006 per New Option.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The purpose of the pro-rata renounceable entitlement offer (Entitlement Offer) is to raise funds for the purposes set out in the Prospectus lodged on 3 February 2016.</p>
<p>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</p>	<p>Yes</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>30 November 2015</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>Nil</p>
<p>6f Number of +securities issued under an exception in rule 7.2</p>	<p>3,302,558,630 New Shares 3,302,558,630 New Options</p>

+ See chapter 19 for defined terms.

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.	N/A						
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	N/A						
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 - 990,767,589 7.1A capacity - 660,511,726						
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.	3 March 2016						
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="779 987 1039 1039">Number</th> <th data-bbox="1039 987 1437 1039">+Class</th> </tr> </thead> <tbody> <tr> <td data-bbox="779 1039 1039 1249">6,605,117,260 fully paid ordinary shares, following the issue of New Shares under the Entitlement Offer.</td> <td data-bbox="1039 1039 1437 1249">Fully paid ordinary shares</td> </tr> <tr> <td data-bbox="779 1249 1039 1442">3,302,558,630 options, following the issue of the New Options under the Entitlement Offer.</td> <td data-bbox="1039 1249 1437 1442">Options exercisable at A\$0.006 before 5.00pm (Perth time) on 31 August 2017 (to be quoted)</td> </tr> </tbody> </table>	Number	+Class	6,605,117,260 fully paid ordinary shares, following the issue of New Shares under the Entitlement Offer.	Fully paid ordinary shares	3,302,558,630 options, following the issue of the New Options under the Entitlement Offer.	Options exercisable at A\$0.006 before 5.00pm (Perth time) on 31 August 2017 (to be quoted)
Number	+Class							
6,605,117,260 fully paid ordinary shares, following the issue of New Shares under the Entitlement Offer.	Fully paid ordinary shares							
3,302,558,630 options, following the issue of the New Options under the Entitlement Offer.	Options exercisable at A\$0.006 before 5.00pm (Perth time) on 31 August 2017 (to be quoted)							

+ See chapter 19 for defined terms.

	Number	+Class	
9	Number and +class of all +securities not quoted on ASX (including the +securities in section 2 if applicable)	<u>UNLISTED OPTIONS</u>	
		260,000,000	Investor Consortium Options exercisable at \$0.07 per option
		200,000,000	Noble Options exercisable at \$0.07 per option
		260,000,000	Wafin Options exercisable at \$0.07 per option
		
		720,000,000	
			<u>PERFORMANCE RIGHTS</u>
		400,834	2013 LTI
		1,525,070	2013 Retention Plan
		<u>4,836,276</u>	2014 LTI
6,762,180			
	<u>CONVERTIBLE NOTES</u>		
2,500,000	Hanlong		
200,000	Noble		
240,000	Investor Consortium		
400,000	Wafin		
<u>70,000</u>	2015 Investor Group		
3,410,000			

10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	N/A
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Part 2 - Pro rata issue

11	Is security holder approval required?	No
12	Is the issue renounceable or non-renounceable?	Renounceable
13	Ratio in which the +securities will be offered	1 New Share for every 1 fully paid ordinary shares held by eligible Shareholders, together with 1 New Option for every 1 New Share subscribed.
14	+Class of +securities to which the offer relates	Fully paid ordinary shares and options exercisable before 5.00pm (Perth time) on 31 August 2017 (to be quoted)
15	+Record date to determine entitlements	9 February 2016

+ See chapter 19 for defined terms.

16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	No
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.	All countries outside Australia, New Zealand and Hong Kong
19	Closing date for receipt of acceptances or renunciations	26 February 2016
20	Names of any underwriters	Patersons Securities Limited (Patersons) is underwriter. Patersons has entered into sub-underwriting agreements with David Porter and other investors.
21	Amount of any underwriting fee or commission	Patersons will receive: <ul style="list-style-type: none"> • an underwriting fee of 6.5% of the underwritten amount and the amounts raised over and above the underwritten amount; • 112,500,000 shares, being 1 fully paid ordinary share for every 4 shares underwritten by Patersons, less the number of shares sub-underwritten via the sub-underwriting arrangements with Mr Porter; and • a corporate advisory fee of \$100,000. Refer to the Prospectus for further details.
22	Names of any brokers to the issue	Patersons Securities Limited (Lead Manager)
23	Fee or commission payable to the broker to the issue	Refer to paragraph 21.
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	N/A
25	If the issue is contingent on security holders' approval, the date of the meeting	N/A

+ See chapter 19 for defined terms.

26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	12 February 2016
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)	5 February 2016
29	Date rights trading will end (if applicable)	19 February 2016
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Security holders should follow the instructions on the personalised entitlement and acceptance form accompanying the Prospectus
31	How do security holders sell <i>part of</i> their entitlements through a broker and accept for the balance?	Security holders should follow the instructions on the personalised entitlement and acceptance form accompanying the Prospectus
32	How do security holders dispose of their entitlements (except by sale through a broker)?	A standard renunciation and transfer form may be obtained from a broker or the Share Registry
33	+Issue date	3 March 2016

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

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

+ See chapter 19 for defined terms.

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)	N/A	

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: 3 February 2016
 (Director/Company Secretary)
 Print name: ALAN RULE

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+ 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	3,110,250,938
<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>192,307,692 (issue to Hanlong on 30 December 2015)</p> <p>3,302,558,630 (issue under the Entitlement Offer the subject of this Appendix 3B)</p>
Subtract the number of fully paid +ordinary securities cancelled during that 12 month period	Nil
“A”	6,605,117,260

+ See chapter 19 for defined terms.

Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>
Multiply “A” by 0.15	990,767,589
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> 	Nil
“C”	Nil
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
“A” x 0.15 <i>Note: number must be same as shown in Step 2</i>	990,767,589
Subtract “C” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.15] – “C”	990,767,589

+ See chapter 19 for defined terms.

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>	6,605,117,260
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	660,511,726
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>	660,511,726
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	660,511,726 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.