



29 November 2013

ASX RELEASE

ANNUAL GENERAL MEETING ON 29 NOVEMBER 2013

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act, Sundance Resources Limited (SDL) advises that the resolutions put to the Annual General Meeting of Shareholders held on 29 November 2013 were all passed on a show of hands.

Details of the proxy votes are as provided in the tables below.

Resolution 1 – Remuneration Report

"To adopt the Remuneration Report for the year ended 30 June 2013."

TOTAL PROXY VOTES	532,179,396	100%
Proxies for the resolution	428,819,495	84.83
Proxies against the resolution	53,305,226	10.54
Proxies abstaining to vote	4,132,472	N/A
Open proxies	23,249,279	4.63
Excluded proxies	22,672,924	N/A

Resolution 2 – Re-election of Mr George Jones as a Director

"That, Mr George Jones, who retires in accordance Clause 13.2 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director."

TOTAL PROXY VOTES	532,344,920	100%
Proxies for the resolution	501,744,117	94.59
Proxies against the resolution	6,061,080	1.14
Proxies abstaining to vote	1,866,140	N/A
Open proxies	22,673,583	4.27
Excluded proxies	0	N/A

Resolution 3 – Re-election of Mr Andrew Robin Marshall as a Director

"That Mr Andrew Robin Marshall, who retires in accordance with Clause 13.2 of the Company's Constitution and, being eligible for re-election, be re-elected as a Director."

TOTAL PROXY VOTES	532,334,920	100%
Proxies for the resolution	498,857,219	94.14
Proxies against the resolution	8,213,978	1.55
Proxies abstaining to vote	2,450,140	N/A
Open proxies	22,813,583	4.31
Excluded proxies	0	N/A

Resolution 4 – Election of Mr David Southam as a Director

“That Mr David Southam, who was appointed to the Board since the last Annual General Meeting and who ceases to hold office in accordance with Clause 13.5 of the Company’s Constitution and, being eligible offers himself for election, be elected as a Director of the Company.”

TOTAL PROXY VOTES	532,344,920	100%
Proxies for the resolution	498,647,868	94.11
Proxies against the resolution	7,622,417	1.44
Proxies abstaining to vote	2,501,552	N/A
Open proxies	23,573,083	4.45
Excluded proxies	0	N/A

Resolution 5 – Approval of Performance Rights Plan

“That, pursuant to and in accordance with Listing Rule 7.2 Exception 9(b) of the Listing Rules and for all other purposes, Shareholders approve the issue of securities under the Sundance Resources Limited Performance Rights Plan as an exception to Listing Rule 7.1.”

TOTAL PROXY VOTES	532,183,396	100%
Proxies for the resolution	450,637,098	88.65
Proxies against the resolution	33,074,834	6.51
Proxies abstaining to vote	3,682,230	N/A
Open proxies	24,426,734	4.84
Excluded proxies	20,362,500	N/A

Resolution 6 – Ratification of issue of Shares to Congo Mining Investments SA

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,000,000 Shares on 27 November 2012 to Congo Mining Investments SA on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	490,020,350	92.64
Proxies against the resolution	16,161,534	3.06
Proxies abstaining to vote	3,418,707	N/A
Open proxies	22,748,329	4.3
Excluded proxies	0	N/A

Resolution 7 – Ratification of issue of Convertible Notes to Hanlong (Africa) Mining Investment Limited

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 5,000,000 Convertible Notes each with a face value of \$1.00 on 28 February 2013 to Hanlong (Africa) Mining Investment Limited on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	483,120,249	91.63
Proxies against the resolution	20,027,972	3.8
Proxies abstaining to vote	5,107,658	N/A
Open proxies	24,093,041	4.57
Excluded proxies	0	N/A

Resolution 8 – Ratification of issue of Noble Note to Noble Resources International Pte Ltd

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of the Noble Note which was issued on 4 November 2013 to Noble Resources International Pte Ltd on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	486,733,071	92.26
Proxies against the resolution	16,727,727	3.17
Proxies abstaining to vote	4,795,081	N/A
Open proxies	24,093,041	4.57
Excluded proxies	0	N/A

Resolution 9 – Approval to issue Noble Options to Noble Resources International Pte Ltd

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 200,000,000 Noble Options to Noble Resources International Pte Ltd Group on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	488,903,363	92.52
Proxies against the resolution	16,592,830	3.14
Proxies abstaining to vote	3,919,686	N/A
Open proxies	22,933,041	4.34
Excluded proxies	0	N/A

Resolution 10 – Ratification of issue of Investor Group Notes to the Investor Group

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 200,000 Investor Group Notes which were issued on 4 November 2013 to the Investor Group on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	489,912,692	92.57
Proxies against the resolution	16,361,602	3.09
Proxies abstaining to vote	3,115,085	N/A
Open proxies	22,959,541	4.34
Excluded proxies	0	N/A

Resolution 11 – Ratification of issue of Tranche 1 Options to the Investor Group

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 60,000,000 Tranche 1 Options which were issued on 4 November 2013 to the Investor Group on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	488,324,868	92.16
Proxies against the resolution	18,675,020	3.52
Proxies abstaining to vote	2,432,996	N/A
Open proxies	22,916,041	4.32
Excluded proxies	0	N/A

Resolution 12 – Approval to issue Tranche 2 Options to the Investor Group

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 140,000,000 Tranche 2 Options to the Investor Group on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	485,450,688	91.91
Proxies against the resolution	19,817,047	3.75
Proxies abstaining to vote	4,134,057	N/A
Open proxies	22,947,128	4.34
Excluded proxies	0	N/A

Resolution 13 – Approval to issue Tranche 3 Options to the Investor Group

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 60,000,000 Tranche 3 Options to the Investor Group on the terms and conditions set out in the Explanatory Memorandum.”

TOTAL PROXY VOTES	532,348,920	100%
Proxies for the resolution	485,511,830	91.88
Proxies against the resolution	19,996,367	3.78
Proxies abstaining to vote	3,893,595	N/A
Open proxies	22,947,128	4.32
Excluded proxies	0	N/A

BRIAN CONRICK
Company Secretary