



15 February 2017

Jeremy Newman
Senior Adviser
ASX Listings Compliance
By Email: tradinghaltsp Perth@asx.com.au

Dear Mr Newman

We refer to your letter to Sundance Resources Limited (“**Company**”) or (“**Sundance**”) regarding the Company’s Change of Director’s Interest Notice (“**Appendix 3Y**”) lodged on 10 February 2017.

We answer each of your queries as follows:

1. The Appendix 3Y was lodged late as the Company was only made aware of the trades at the Board meeting of the Company held on 7 February 2017, the first Board meeting since Mr Porter was elected a Director on 23 December 2016. The Appendix 3Y was then released as soon as the trading details were provided.
2. Sundance’s Continuous Disclosure Policy, available on the Company’s website, requires any Director or personnel who become aware of information at any time that should be considered for release to the market, to report it to the Managing Director or the Company Secretary. Further, Sundance’s Securities Trading Policy requires that any Director must notify the Company Secretary of any trading conducted in the Company’s securities within 2 business days of such trades occurring. Sundance provides a pack to all new directors at the commencement of their tenure containing, amongst other documents, the Continuous Disclosure Policy and Securities Trading Policy.
3. The current arrangements are considered adequate to ensure compliance with ASX Listing Rule 3.19B. These arrangements are being reinforced and clarified with all Directors.
4. The circumstances surrounding the breach of the Sundance Securities Trading Policy in respect of the sale of shares by Ms Svetlana Ivanova (in which Mr Porter had an indirect interest) are that Mr Porter was unaware of the sale at the time the shares were sold as Ms Ivanova independently manages her financial affairs, and Mr Porter was not privy to that information.

With regard to the sale of the Listed Options, Mr Porter did not believe trades in the Listed Options were disclosable under the Sundance Securities Trading Policy.

4.1 Mr Porter was aware of the Sundance Securities Trading Policy.

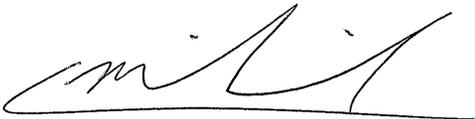
4.2 Mr Porter did not seek written clearance prior to the sale of the shares in which he had an indirect interest, as he was not aware the shares were to be sold.

In respect of the sale of the Listed Options, Mr Porter was unaware these securities also required written clearance prior to disposal, notwithstanding that they were Options rather than Shares. He is now aware that the Sundance Securities Trading Policy applies to all Company securities.

5. The Company takes very seriously any breaches of the Sundance Securities Trading Policy, whether or not the person in question is aware of any potentially price sensitive information at the time, and it has reinforced its monitoring and training/education measures to help ensure that the Approving Officer is contacted prior to any potential sale of any securities by a director. The Sundance Securities Trading Policy will also be updated to ensure there is no confusion with regard to which classes of equity securities are included in the ambit of the Policy.

Please do not hesitate to contact me should you require any further clarification.

Yours faithfully



CAROL MARINKOVICH
Company Secretary



13 February 2017

Ms Carol Marinkovich
Company Secretary
Sundance Resources Limited

Dear Ms Marinkovich

Sundance Resources Limited (the “Company”)

I refer to the following:

1. The Company’s announcement lodged with ASX Ltd (“ASX”) and released on today, 13 February 2017, regarding a change of director’s interest notice for Mr David Porter (“Appendix 3Y”).

2. Listing rule 3.19A which requires an entity to tell ASX the following:

3.19A.1 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the following times:

- *On the date that the entity is admitted to the official list.*
- *On the date that a director is appointed.*

The entity must complete an Appendix 3X and give it to ASX no more than 5 business days after the entity’s admission or a director’s appointment.

3.19A.2 A change to a notifiable interest of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) including whether the change occurred during a closed period where prior written clearance was required and, if so, whether prior written clearance was provided. The entity must complete an Appendix 3Y and give it to ASX no more than 5 business days after the change occurs.

3.19A.3 The notifiable interests of a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) at the date that the director ceases to be a director. The entity must complete an Appendix 3Z and give it to ASX no more than 5 business days after the director ceases to be a director.

3. Listing rule 3.19B which states as follows.

An entity must make such arrangements as are necessary with a director of the entity (or in the case of a trust, a director of the responsible entity of the trust) to ensure that the director discloses to the entity all the information required by the entity to give ASX completed Appendices 3X, 3Y and 3Z within the time period allowed by listing rule 3.19.A. The entity must enforce the arrangements with the director.

4. Guidance Note 27 which states as follows.

Where a director of an entity breaches its trading policy by trading in securities during a closed period without prior written clearance, that breach will generally be a matter of public record because of the disclosures in the Appendix 3Y (Change of Director's Interest Notice) required to be lodged with ASX in relation to that trading. In this situation, to meet the standards of good governance expected of listed entities and their directors, an entity should give careful consideration to whether it ought to make an announcement to the market explaining the circumstances of the breach and what (if any) disciplinary or remedial action the entity has taken, or proposes to take, in relation to the breach.

The Appendix 3Y indicates a change in Mr Porter's notifiable interests occurred:

1. Between the dates of 3 January 2017 and 3 February 2017. An Appendix 3Y should have been lodged with the ASX by no later than 10 January 2017. As the Appendix 3Y was lodged on 13 February 2017, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.
2. During a closed period and without prior written clearance.

Please note that ASX is required to record details of breaches of the listing rules by listed companies for its reporting requirements.

ASX reminds the Company of its contract with ASX to comply with the listing rules. In the circumstances ASX considers that it is appropriate that the Company make necessary arrangements to ensure there is not a reoccurrence of a breach of the listing rules.

Having regard to listing rules 3.19A and 3.19B, Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities" and Guidance Note 27: "Trading Policies", we ask that you answer each of the following questions.

1. Please explain why the Appendix 3Y was lodged late.
2. What arrangements does the Company have in place with its directors to ensure that it is able to meet its disclosure obligations under listing rule 3.19A?
3. If the current arrangements are inadequate or not being enforced, what additional steps does the Company intend to take to ensure compliance with listing rule 3.19B?
4. Please explain the circumstances of the breach of the securities trading policy, including:
 - 4.1. whether Mr Porter was aware of the Company's trading policy at the time of the change of notifiable interest;
 - 4.2. if the answer to question 4.1 is "yes", please explain why Mr Porter did not seek written clearance prior to effecting the change in notifiable interest; and

- 4.3. if the answer to question 4.1 is “no”, please explain what steps the Company is taking to ensure that its directors are aware of its trading policy.
5. Please explain what (if any) disciplinary or remedial action the entity has taken, or proposes to take, in relation to the breach of the securities trading policy.

Your response should be sent to me by e-mail to tradinghaltspert@asx.com.au, it should not be sent to the Company Announcements Office.

A response is requested as soon as possible and, in any event, not later than **3:00 pm WST** on **Wednesday, 15 February 2017**.

Under listing rule 18.7A, a copy of this query and your response will be released to the market, so your response should be in a form suitable for release and must separately address each of the questions asked. If you have any queries or concerns, please contact me immediately.

Yours sincerely,

[sent electronically without signature]

Jeremy Newman
Senior Adviser, Listings Compliance (Perth)