



ASX Announcement
11 November 2014

ASX Grants Sundance Listing Rule Waiver

Sundance Resources Limited ("**Sundance**") refers to its ASX announcement dated 3 September 2014 where it announced that, subject to ASX and other regulatory and shareholder approvals, an investor consortium made up of investment vehicles managed by Blackstone Alternative Solutions, L.L.C., the D.E. Shaw Group and Senrigan Capital ("**Investor Consortium**") had agreed with Sundance to replace the existing A\$20 million convertible notes and options that the Investor Consortium holds which mature in November 2015 with new A\$22 million convertible notes and options ("**Refinancing Proposal**").

Sundance is pleased to announce that ASX has granted Sundance a waiver from Listing Rule 6.23.3 to the extent necessary to allow Sundance to proceed with the Refinancing Proposal and to cancel the existing options held by the Investor Consortium and issue new options to the Investor Consortium ("**Replacement Options**").

Please refer to the ASX announcement dated 3 September 2014 for a full description of the details of the Refinancing Proposal and the key terms of the replacement convertible notes and Replacement Options. The expiry date of the Replacement Options after financial close has been extended from 20 business days to 40 business days.

The waiver granted to Sundance by ASX is conditional on Sundance obtaining shareholder approval to cancel the existing options and issue the Replacement Options.

Sundance will seek shareholder approval in relation to the Refinancing Proposal at an appropriate point in time in the future (rather than at its Annual General Meeting to be held on 27 November 2014, as previously announced).

ENDS

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