



30 November 2015

ASX RELEASE

RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 30 NOVEMBER 2015

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 30 November 2015 were all voted by Poll.

Poll results and summary of the proxy votes are detailed below.

Resolution 1 – Remuneration Report

“That the Remuneration Report as set out in the Annual Report for the year ended 30 June 2015 be adopted.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
547,576,468	53,538,926	20,003,423	45,934,348

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	602,410,320	55.25
Votes cast ‘AGAINST’ the motion	487,865,721	44.75
TOTAL VOTES CAST	1,090,276,041	100.00
Votes "Abstained"	20,003,423	

As at least 25% of the votes have been cast against the adoption of the Remuneration Report at two consecutive annual general meetings, the Company is required to put Resolution 12 to the annual general meeting.

Resolution 2 – Re-election of Mr Barry Eldridge as a Director

“That, Mr Barry Eldridge, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
585,908,229	40,597,893	12,741,559	42,802,165

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast 'FOR' the motion	637,614,398	57.31
Votes cast 'AGAINST' the motion	474,920,188	42.69
TOTAL VOTES CAST	1,112,534,586	100.00
Votes "Abstained"	12,741,559	

Resolution 3 – Election of Mr Oleg Sheyko as a Director

"That, Mr Oleg Sheyko, 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."

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy's Discretion
609,353,634	10,743,031	19,205,486	42,747,695

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast 'FOR' the motion	661,536,276	59.81
Votes cast 'AGAINST' the motion	444,534,383	40.19
TOTAL VOTES CAST	1,106,070,659	100.00
Votes "Abstained"	19,205,486	

Resolution 4 – Approval to issue Replacement Noble Notes to Noble

"That, subject to Resolutions 5, 6, 7, 8 and 9 being passed, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 200,000 Replacement Noble Notes each with a face value of \$100 to Noble on the terms and conditions set out in the Explanatory Memorandum."

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy's Discretion
622,726,121	9,849,250	6,715,290	42,759,185

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast 'FOR' the motion	1,108,180,662	99.07
Votes cast 'AGAINST' the motion	10,380,193	0.93
TOTAL VOTES CAST	1,118,560,855	100.00
Votes "Abstained"	6,715,290	

Resolution 5 – Approval to cancel Existing Noble Options and issue New Noble Options to Noble

“That, subject to Resolutions 4, 6, 7, 8 and 9 being passed and ASX granting the Company a waiver of Listing Rule 6.23.3 on terms acceptable to the Company, for the purposes of Listing Rule 6.23.2 and Listing Rule 7.1 and for all other purposes, Shareholders approve the cancellation of the Existing Noble Options and the issue of 200,000,000 New Noble Options to Noble on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
625,773,077	6,906,068	6,552,593	42,818,108

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	1,111,282,041	99.33
Votes cast ‘AGAINST’ the motion	7,441,511	0.67
TOTAL VOTES CAST	1,118,723,552	100.00
Votes "Abstained"	6,552,593	

Resolution 6 – Approval to issue Replacement Investor Consortium Notes to Investor Consortium

“That, subject to Resolutions 4, 5, 7, 8 and 9 being passed, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 240,000 Replacement Investor Consortium Notes each with a face value of \$100 to the members of the Investor Consortium on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
478,472,519	11,110,159	5,813,685	42,853,429

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	964,016,804	98.81
Votes cast ‘AGAINST’ the motion	11,645,602	1.19
TOTAL VOTES CAST	975,662,406	100.00
Votes "Abstained"	5,813,685	

Resolution 7 – Approval to issue New Investor Consortium Options to Investor Consortium

“That, subject to Resolutions 4, 5, 6, 8 and 9 being passed and ASX granting the Company a waiver of Listing Rule 6.23.3 (to the extent that such a waiver is required by ASX) on terms acceptable to the Company, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 260,000,000 New Investor Consortium Options to the members of the Investor Consortium on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
480,039,848	8,449,536	6,047,006	43,713,402

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	966,448,606	99.08
Votes cast ‘AGAINST’ the motion	8,980,479	0.92
TOTAL VOTES CAST	975,429,085	100.00
Votes "Abstained"	6,047,006	

Resolution 8 – Approval to amend terms of Wafin Notes

“That, subject to Resolutions 4, 5, 6, 7 and 9 being passed and pursuant to Listing Rule 7.1 and for all other purposes, Shareholders approve the amendments to the terms and conditions of the 400,000 Wafin Notes each with a face value of \$100 on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
622,194,839	8,969,217	6,501,465	44,384,325

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	1,109,270,020	99.15
Votes cast ‘AGAINST’ the motion	9,504,660	0.85
TOTAL VOTES CAST	1,118,774,680	100.00
Votes "Abstained"	6,501,465	

Resolution 9 – Approval to amend terms of Wafin Options

“That, subject to Resolutions 4, 5, 6, 7 and 8 being passed and ASX granting the Company a waiver of Listing Rule 6.23.3 on terms acceptable to the Company, for the purposes of Listing Rule 6.23.4 and for all other purposes, Shareholders approve the amendments to the Wafin Options on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
622,154,860	9,468,741	6,587,324	43,838,921

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	1,108,684,637	99.11
Votes cast ‘AGAINST’ the motion	10,004,184	0.89
TOTAL VOTES CAST	1,118,688,821	100.00
Votes "Abstained"	6,587,324	

Resolution 10 – Ratification of issue of 2015 Investor Group Notes to 2015 Investor Group

“That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 70,000 convertible notes each with a face value of \$100 which were issued to the members of the 2015 Investor Group on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
475,310,582	8,486,237	7,126,863	47,326,110

This motion was **carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	965,327,548	99.07
Votes cast ‘AGAINST’ the motion	9,021,680	0.93
TOTAL VOTES CAST	974,349,228	100.00
Votes "Abstained"	7,126,863	

Resolution 11 - Approval of 10% additional placement capacity

“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.”

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
579,405,489	35,516,026	20,622,810	46,505,521

This motion was **carried** as a special resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	1,068,606,366	96.74
Votes cast ‘AGAINST’ the motion	36,046,969	3.26
TOTAL VOTES CAST	1,104,653,335	100.00
Votes "Abstained"	20,622,810	

Resolution 12 – Spill Resolution

“That:

- an extraordinary general meeting (Spill Meeting) be held within 90 days of the Meeting;*
- all the Company’s Directors (excluding the Managing Director of the Company) who were Directors of the Company when the resolution to approve the Directors’ Report considered at this Meeting was passed, cease to hold office immediately before the end of the Spill Meeting; and*
- resolutions to appoint persons to offices that will be vacated immediately before the end of Spill Meeting pursuant to paragraph (b) above must be put to the vote at the Spill Meeting.”*

Details of proxies received prior to the meeting are:

For	Against	Abstain	Proxy’s Discretion
69,846,967	508,003,027	44,407,950	44,795,221

This motion was **NOT carried** as an ordinary resolution on a poll, the details of which are:

	Number	%
Votes cast ‘FOR’ the motion	504,169,262	47.30
Votes cast ‘AGAINST’ the motion	561,697,752	52.70
TOTAL VOTES CAST	1,065,867,014	100.00
Votes "Abstained"	44,412,450	

As the motion was not carried by shareholders, the Company is not required to hold a Spill Meeting.

Yours sincerely



ALAN RULE
Company Secretary