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# **SUNDANCE RESOURCES LIMITED**

**ACN 055 719 394**

## **SHARE PURCHASE PLAN OFFER**

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THIS IS AN IMPORTANT DOCUMENT. THE SHARE PURCHASE PLAN OFFER DOES NOT TAKE INTO ACCOUNT THE INDIVIDUAL INVESTMENT OBJECTIVES, FINANCIAL SITUATION OR PARTICULAR NEEDS OF EACH ELIGIBLE SHAREHOLDER. IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE, PLEASE CONSULT YOUR FINANCIAL, TAXATION OR OTHER ADVISER ACCORDINGLY.

This Share Purchase Plan Offer is not being made and will not be made directly, indirectly in or into the United States of America.

## IMPORTANT DATES

<b>24 March 2009</b>	Record Date
<b>26 March 2009</b>	Documents mailed to Eligible Shareholders
<b>27 March 2009</b>	Offer opens
<b>24 April 2009</b>	Offer closes Application Forms must be received by the Registry no later than 5.00 pm (AWST)
<b>29 April 2009</b>	Expected allotment of New Shares
<b>1 May 2009</b>	Expected dispatch of holding statements/confirmation advices

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## IMPORTANT INFORMATION FOR SHAREHOLDERS OUTSIDE OF AUSTRALIA AND NEW ZEALAND

Sundance Resources Limited (“Sundance” or the “Company”) has determined that it is not practical for holders of Sundance shares with registered addresses in jurisdictions outside of Australia and New Zealand to participate in the Share Purchase Plan Offer (“Share Purchase Plan Offer”).

To the extent that you hold shares on behalf of another person resident outside Australia or New Zealand, it is your responsibility to ensure that any acceptance complies with all applicable foreign laws.

The New Shares to be issued under this Share Purchase Plan Offer have not been and will not be registered under the US Securities Act of 1933, as amended (the Securities Act), or the securities laws of any state or other jurisdiction of the United States.

In order to comply with relevant securities laws, the New Shares to be issued under this Share Purchase Plan Offer may not be offered to shareholders located in the “United States” or to shareholders who are, or who are acting for the account or benefit of, “US persons”. As used herein, the terms “United States” and “US persons” are as defined in Regulation S under the Securities Act.

Because of these legal restrictions, you must not send copies of the Share Purchase Plan Terms and Conditions or any person resident in the United States or who is, or is acting for the account or benefit of “US persons”.

Consistent with the warranties contained in these Share Purchase Plan Terms and Conditions and Share Purchase Plan Application Form (the Application Form) included with these Share Purchase Plan Terms and Conditions, you may not submit any completed Application Forms for any person resident in the United States or who is, or is acting for the Account or benefit of, “US persons”. Failure to comply with these restrictions may result in violations of applicable securities laws.

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## LETTER FROM THE CHAIRMAN

27 March 2009

Dear Shareholder

### **Sundance Share Purchase Plan Offer**

On behalf of the Board of Directors, I am pleased to invite you to subscribe for New Shares\* in Sundance Resources Limited ("Sundance" or the "Company") under the Company's first Share Purchase Plan Offer.

Sundance is seeking to raise working capital from its shareholders to be used by the Company to fund its continuing activities at the Mbalam Iron Ore Project in West Africa while the Company and its advisors continue to introduce potential strategic partners to the Project. The maximum amount to be raised will be an amount up to 30% of the number of ordinary securities already on issue (as the Company is seeking to rely on ASX Listing Rule 7.2 Exception 15) at the issue price set out below.

By participating in this Share Purchase Plan Offer, you can increase your shareholding by acquiring up to A\$5,000 worth of New Shares, free of brokerage or other transaction costs. Eligible shareholders will have an opportunity to subscribe for a minimum of A\$500 and up to a maximum of A\$5,000 worth of New Shares at an offer price being the lesser of:

- A\$0.08 per share; and
- a 5 per cent discount to the volume weighted average price (to three decimal places) of shares traded in the ordinary course on ASX in the five trading days up to, and including, the day on which the Share Purchase Plan Offer closes (scheduled for 24 April 2009).

I am pleased to confirm that Talbot Group Investments Pty Limited, Sundance's largest shareholder and an entity controlled by our director, Ken Talbot, has separately agreed to subscribe for A\$5 million worth of Sundance shares at A\$0.08 per share, subject to obtaining shareholder approval. Talbot Group Investments Pty Limited has been a supportive cornerstone investor in Sundance since 2007 and participated in the last major capital raising undertaken by the Company.

I am also very pleased to note that the Share Purchase Plan Offer has been underwritten by BBY Limited for an amount of A\$5,000,000.

Participation in the Share Purchase Plan Offer is optional and is open to registered shareholders in Australia and New Zealand as at 7.00 pm (AEDT) on 27 March 2009.

The Company believes that the Share Purchase Plan Offer is a fair and appropriate means of raising working capital as shareholders are being given the opportunity to participate in the offering on the same or potentially better terms than those agreed with Talbot Group Investments Pty Limited.

This offer therefore provides Sundance shareholders with the opportunity to take up shares in the Company on pricing terms which would normally only be available for a placement to a major investor.

### **Why invest further funds in Sundance?**

Your Company controls one of the largest undeveloped major iron ore deposits in the World that is not currently controlled by a major industry group.

The Mbalam Iron Ore Project has the strong support of the Cameroon Government following the signing of a Framework Agreement in December 2008.

The Company has made very significant progress in development of the Mbalam Project over the past year.

We have:

- defined world-scale Inferred Resources totalling 2.45 billion tonnes at the Mbarga Deposits on Exploration Permit 92, comprising:
  - Inferred Resource of 2,255 million tonnes of itabirite hematite at 39% Fe;
  - and
  - Inferred Resource of 220 million tonnes of supergene hematite at 60% Fe;
- successfully achieved the Project Exploration Target of 2.0 to 2.5 billion tonnes of itabirite hematite with 383 RC and Diamond Drill Holes completed for 80,784 metres of drilling up to December 2008;
- identified new, potentially significant, DSO prospects from ground mapping and airborne geophysical survey work completed over selected areas of Exploration Permits 362 and 363 in the Republic of Congo, including the definition of a new Exploration Target\*\* of 25 to 100 million tonnes of supergene hematite grading 60% to 65% Fe at the Nabeba Prospect on EP362 ;
- demonstrated the beneficiation potential of the Mbarga itabirite hematite to produce a high grade concentrate product (with potential for in-country Direct Reduction quality pellet production);
- completed baseline ESIA data collection and community consultation over the proposed mine, transport corridor and port sites;
- signed a Framework Agreement with the Cameroon Prime Minister, on behalf of Government of Cameroon, setting out equity and fiscal terms agreed with Government. Pursuant to this Agreement, the Government has agreed to acquire up to a 25% interest in Cam Iron SA, the Company's Cameroon subsidiary (which is currently 90% owned by Sundance and 10% owned by private Cameroon investors); and
- been selected as preferred developer of the Iron Ore Export Terminal as part of the Kribi Multi-user Port development proposed by the Cameroon Government.

The funds raised under this Share Purchase Plan Offer will allow the Company to continue its current activities through to 2010 while providing time to negotiate the best possible arrangements with potential strategic partners with interest in off-take, construction and/or financing.

The Board of the Company is confident that the Mbalam Iron Ore Project has the potential to become a major new producer of high quality iron ore products which, despite the impact of the current global financial crisis, can deliver value to shareholders.

I am therefore very pleased to be able to make this Share Purchase Plan Offer available to shareholders.

Full details of the Share Purchase Plan Offer are set out in the attached Terms and Conditions which I encourage you to read and consider carefully. If you are in any doubt as to the action you should take, please contact your professional adviser.

Yours sincerely



**GEORGE JONES**  
Chairman

\*The New Shares to be issued under this Share Purchase Plan have not been and will not be registered under the US Securities Act of 1933, as amended (the Securities Act), or the securities laws of any state or other jurisdiction of the United States.  
\*\* While the Company is optimistic that it will report additional resources in the future, any discussion in relation to the potential quantity and grade of Exploration Targets is only conceptual in nature. There has been insufficient exploration to define a Mineral Resource and it is uncertain if further exploration will result in determination of a Mineral Resource.

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## Competent Persons Statement

*The information in this release that relates to Exploration Results is based on information compiled by Mr Robin Longley, a Member of the Australian Institute of Geoscientists, and Mr Lynn Widenbar, a member of the Australasian Institute of Mining and Metallurgy.*

*Mr Longley is a consultant to the Company and has sufficient experience which is relevant to the style of mineralisation and type of Deposit and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Longley consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

*Mr Widenbar is a consultant to the Company and has sufficient experience which is relevant to the style of mineralisation and type of Deposit and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Widenbar consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.*

*The estimated quantity and grade of DSO quality supergene mineralisation and underlying itabirite-style mineralisation has been restricted to the area currently covered by drilling on a 200m x 100m pattern at Mbarga, with partial infill to 100m x 100m. This is represented by an area approximately 3km (east-west) x 3km (north-south) on the Mbarga Deposit and by an area approximately 1.5km (east-west) x 1.0km (north-south) on the Mbarga South Deposit. Grade interpolation has been extrapolated using Ordinary Kriging on composited sample results and a nominal 50% Fe cutoff value for DSO and 34% cutoff values for itabirite. A digital terrain surface (based on highly accurate topographic data), has been used to limit extrapolation of the mineralisation to the topographic hill at Mbarga. An internal waste zone (schist) cross-cutting the supergene and itabirite zones and surficial cover has been modeled and removed from the quantity estimated as DSO quality and itabirite mineralisation. Densities of 4.0t/m<sup>3</sup> and 3.35t/m<sup>3</sup> have been applied for evaluation of the DSO and itabirite mineralisation respectively.*

*While the Company is optimistic that it will report additional resources in the future, any discussion in relation to Exploration Targets, over and above the stated Inferred Resources, is only conceptual in nature. There has been insufficient exploration to define a Mineral Resource over and above the Inferred Resource and it is uncertain if further exploration will result in determination of a Mineral Resource.*

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## FREQUENTLY ASKED QUESTIONS

Q: WHAT IS THE 2009 SHARE PURCHASE PLAN OFFER?

A: The 2009 Share Purchase Plan Offer provides eligible shareholders the opportunity to acquire up to A\$5,000 worth of fully paid ordinary shares in the capital of Sundance Resources Limited ("Sundance" or the "Company") potentially at a discount and free of brokerage or other transaction costs.

Q: AM I ELIGIBLE TO PARTICIPATE?

A: If you are a holder of fully paid ordinary shares in the capital of Sundance ("Shares") whose registered address is in Australia or New Zealand as at 7.00pm AWST on 24 March 2009, you will be eligible to participate in the Share Purchase Plan Offer if you fulfill the criteria set out in this document. The Share Purchase Plan Offer to each eligible shareholder is made on the same terms and conditions.

Q: HOW DO I APPLY?

A: To apply for new Shares ("New Shares") under the Share Purchase Plan Offer, you can either:

- complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to "Sundance Resources Limited SPP Account" as shown on the Application Form;
- or
- make a payment as shown on the Application Form.

Q: WHAT IF I DO NOTHING?

A: Participation in the Share Purchase Plan Offer is optional. If you choose to do nothing, you will not participate in the Share Purchase Plan Offer to acquire New Shares.

Q: HOW MANY SHARES WILL I RECEIVE IF I PARTICIPATE IN THE SHARE PURCHASE PLAN OFFER?

A: Under the Share Purchase Plan Offer, you may apply for a parcel of New Shares valued at A\$500, A\$1,000, A\$2,000, A\$3,000 or A\$5,000. The number of New Shares you receive will depend on the value of the parcel of New Shares you apply for, and the offer price. The offer price is the lesser of:

- A\$0.08 per New Share; and
- a 5 per cent discount to the volume weighted average price (to three decimal places) of Shares traded in the ordinary course on ASX in the five trading days up to and including the scheduled offer closing date of 24 April 2009.

Any fraction of a New Share will be rounded up to the nearest whole number of New Shares.

Q: WHEN DOES THE OFFER CLOSE?

A: The Share Purchase Plan Offer closes at 5.00 pm (AWST) on 24 April 2009. No late applications will be accepted. However, the directors of the Company reserve the right to extend the closing date.

Q: WHEN WILL I RECEIVE MY SHARES?

A: New Shares will be allotted on or about 29 April 2009. Your holding statement will be dispatched on or about 1 May 2009.

Q: WHEN CAN I TRADE ALLOCATED SHARES?

A: Trading will commence on or around 1 May 2009. You should confirm your shareholding on or after the allotment date of 29 April 2009 before trading any New Shares you believe you have acquired under the Share Purchase Plan Offer.

Q: WHY IS THERE A MAXIMUM OF A\$5,000 INVESTMENT PER SHAREHOLDER?

A: The Share Purchase Plan Offer has been structured to comply with the conditions set out in Class Order 02/831 issued by the Australian Securities and Investments Commission ("ASIC") to enable the Company to issue New Shares without a prospectus. Under that Class Order, eligible shareholders may only acquire a maximum of A\$5,000 of New Shares under a share purchase plan in any 12 month period. This is the Company's first share purchase plan.

Q: HOW WILL SUNDANCE USE THE FUNDS RAISED THROUGH THIS SHARE OFFER?

A: The proceeds from the Share Purchase Plan Offer will be used to fund the Company's exploration activities through to 2010 and to progress discussions with the Cameroon Government. Sundance's board and management also believe this Share Purchase Plan Offer will strengthen the Company's balance sheet, provide financial flexibility and further strengthen the Company's liquidity position.

Q: WHERE CAN I GET MORE INFORMATION?

A: If you would like more information about this Share Purchase Plan Offer, please contact the Share Registrar as indicated at the end of this document. If you are in any doubt about this offer, whether you should participate in the Share Purchase Plan Offer or how such participation will affect you particularly given the current volatility in financial markets, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer.

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## TERMS AND CONDITIONS

### WHO IS AN ELIGIBLE SHAREHOLDER?

You are eligible to participate in the Share Purchase Plan Offer (i.e. you are an “Eligible Shareholder”) if you were a registered holder of fully paid ordinary shares in the capital of Sundance Resources Limited (“Sundance” or the “Company”) at 7.00 pm AWST on 24 March 2009 (the “Record Date”) with a registered address in Australia or New Zealand, unless:

- you hold Shares on behalf of another person who resides outside Australia or New Zealand and do not hold Shares in any other capacity; or
- you are in the United States or you are a “US person” as defined in Regulation S (Regulation S) under the US Securities Act of 1933 as amended (the “US Securities Act”), or acting for the account or benefit of a US person.

### PARTICIPATION BY ELIGIBLE SHAREHOLDERS

**Single holders** – If you are the only registered holder of a holding of Shares, but you receive more than one offer under the Share Purchase Plan Offer (for example, due to multiple registered holdings), you may only apply for one parcel of New Shares.

**Joint holders** – If you are recorded with one or more other persons as the joint holder of a holding of Shares, that joint holding is considered to be a single registered holding for the purpose of the Share Purchase Plan Offer, and the joint holders are entitled to participate in the Share Purchase Plan Offer in respect of that single holding only. If the same joint holders receive more than one Share Purchase Plan Offer due to multiple registered holdings, the joint holders may only apply for one parcel of New Shares.

**Trustees and nominees** – If you are expressly noted on Sundance’s share register as a trustee or nominee for a named beneficiary, each such beneficiary (or you as the trustee/nominee for the beneficiary) may apply for one maximum parcel of New Shares. If the Sundance’s share register does not record a named beneficiary in respect of your trustee or nominee holding, the rules for single holders with multiple holdings apply and you may only apply for one parcel of New Shares.

### HOW TO APPLY FOR NEW SHARES UNDER THE 2009 SHARE PURCHASE PLAN OFFER

The Share Purchase Plan Offer opens on 27 March 2009 and under the offer, you may apply for a parcel

of New Shares valued at A\$500, A\$1,000, A\$2,000, A\$3,000 or A\$5,000.

If you would like to apply for New Shares under the Share Purchase Plan Offer, you can either: complete the enclosed Application Form and return it together with your cheque, bank draft or money order made payable to “Sundance Resources Limited SPP Account” drawn on an Australian branch of a financial institution and in Australian Dollars for the correct amount, in the enclosed reply-paid envelope (New Zealand holders will need to affix the appropriate postage stamp). Do not forward cash. Receipts for payment will not be issued.

Applications may only be made for parcels of New Shares in the amounts designated on the Application Form. If the amount of the payment tendered with your Application Form is:

- less than A\$500 – Sundance will not allot any New Shares to you and will refund your application money to you (without interest);
- greater than A\$5,000 - Sundance will allot the maximum number of New Shares to you and will refund the excess application money to you (without interest); or
- for an amount between A\$500 and A\$5,000 that is not one of the designated amounts subject to scale back, Sundance will allot to you the number of New Shares that would have been allotted had you applied for the highest designated amount that is less than the amount of your cheque and will refund the excess application money to you (without interest).

If and to the extent to which the total number of New Shares applied for under the Share Purchase Plan exceeds 30% of the number of ordinary securities already on issue (the limit prescribed by ASX Listing Rule 7.2 Exception 15), the Company reserves the right to scale back applications. If this occurs, Eligible Shareholders may be allotted New Shares to a value which is less than they applied for. The Company reserves the right to allot fewer New Shares than an Eligible Shareholder applies for under the Share Purchase Plan Offer, or no New Shares, and any determination by the directors of the Company in respect of any scaling back shall be final. If a scale back occurs, the Company will refund any excess application monies to Eligible Shareholders (without interest).

Applications must be received by 5.00 pm (AWST) on 24 April 2009. Applications received after that time will not be accepted although the directors

of the Company reserve the right to extend the closing date.

Applications and payments under the Share Purchase Plan Offer may not be withdrawn once they have been received by Sundance. No interest will be payable on application monies held by Sundance.

Should you require further assistance, please contact the Registry:

**Share Purchase Plan enquiry line:**

1 300 368 919 (within Australia) or  
+61 3 9946 4430 (international]  
Email: [investors@sundanceresources.com.au](mailto:investors@sundanceresources.com.au)

**Share Registry website:**

[www.computershare.com.au](http://www.computershare.com.au)

**Sundance Resources Limited website:**

[www.sundanceresources.com.au](http://www.sundanceresources.com.au)

### SHARE PURCHASE PLAN OFFER

Eligible Shareholders have the opportunity to participate in the Share Purchase Plan by subscribing for up to A\$5,000 of New Shares in Sundance without incurring brokerage or other transaction costs. The offer under the Share Purchase Plan Offer is non-renounceable. This means that you cannot transfer your right to purchase New Shares under the offer to anyone else. Details of the Share Purchase Plan Offer and how to participate are further set out below.

### PARTICIPATION IS OPTIONAL

Participation in the Share Purchase Plan Offer is entirely optional. The offer to acquire New Shares is not a recommendation. If you are in any doubt about this offer, whether you should participate in the Share Purchase Plan Offer or how such participation will affect you particularly given the current volatility in financial markets, you should consider seeking independent financial and taxation advice before making a decision as to whether or not to accept this offer. Sundance also recommends that you monitor the Sundance share price, which can be found on Sundance's website at [www.sundanceresources.com.au](http://www.sundanceresources.com.au) or in the financial pages of major Australian metropolitan newspapers or on the Australian Securities Exchange (ASX) website at [www.asx.com.au](http://www.asx.com.au) (ASX code: SDL).

### DIRECTOR PARTICIPATION

The directors of the Company, as Eligible Shareholders, may participate in the Share Purchase Plan Offer (without having to obtain shareholder approval) on the same terms as all

other shareholders in the Company.

### OFFER PRICE

Under the Share Purchase Plan Offer, Eligible Shareholders have an opportunity to subscribe for up to A\$5,000 worth of New Shares at an offer price being the lesser of:

- A\$0.08 per New Share; and
- a 5 per cent discount to the volume weighted average price (to three decimal places) of shares traded in the ordinary course on ASX in the five trading days up to, and including, the day on which the Share Purchase Plan Offer is scheduled to close (24 April 2009), rounded up to three decimal places.

Therefore, the maximum price that Eligible Shareholders will pay is A\$0.08 per New Share.

You should note that Sundance's share price may rise or fall between the date of this Share Purchase Plan Offer and the date when New Shares are allotted and issued to you pursuant to the Share Purchase Plan Offer.

This means that the price you pay per New Share pursuant to the Share Purchase Plan Offer may be either higher or lower than Sundance's share price at the time of the offer or at the time the New Shares are issued and allotted to you pursuant to the Share Purchase Plan Offer. Please refer to the information under "Participation is optional" about how to monitor current trading prices of Sundance shares.

### HOW MUCH CAN YOU INVEST?

Under the Share Purchase Plan Offer, you may apply for a parcel of New Shares valued at A\$500, A\$1,000, A\$2,000, A\$3,000 or A\$5,000. The Share Purchase Plan Offer has been structured to comply with the conditions of Class Order 02/831 issued by ASIC. Under that Class Order, Eligible Shareholders may only acquire a maximum of A\$5,000 of New Shares under a share purchase plan in any 12 month period.

This limitation applies even if you receive more than one Application Form or if you hold shares in Sundance in more than one capacity, e.g. if you are both a sole and joint holder of shares in Sundance, you can only apply for New Shares under the Share Purchase Plan Offer once either in your capacity as sole shareholder or joint shareholder, not both. The A\$5,000 limit applies irrespective of the number of Sundance Shares you hold on the Record Date.

By completing and submitting the Application Form (together with a cheque, bank draft or money order):



- you certify that the aggregate of the application price paid by you for:
  - the New Shares the subject of such Application Form; and
  - any other New Shares applied for by you under the Share Purchase Plan Offer or any similar arrangement operated by Sundance in the 12 months prior to the date of submission of the Application Form does not exceed A\$5,000; and
- you represent that you are an Eligible Shareholder;
- you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States or in any other jurisdiction outside Australia or New Zealand and, accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemptions from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
- you agree not to send any materials relating to the Share Purchase Plan Offer to any person in the United States or that is, or is acting for the account or benefit of a US person.

Sundance reserves the right to reject any application for New Shares under the Share Purchase Plan Offer to the extent it considers that the application (whether alone or in conjunction with other applications) does not comply with these requirements.

#### CALCULATION OF THE NUMBER OF NEW SHARES TO BE ISSUED TO YOU

The number of New Shares to be issued to you will be calculated by dividing the value of New Shares that you apply for by the offer price, then rounding up to the nearest whole number of New Shares. For example, if you apply for A\$5,000 of New Shares and the offer price is A\$0.08 per New Share, you will be allotted 62,500 New Shares. Any fractions of a New Share will be rounded up to the nearest whole number of New Shares.

#### UNDERWRITING

BBY Limited has agreed to underwrite the first \$5 million worth of subscriptions under the SPP.

#### ALLOTMENT AND QUOTATION DATES

New Shares are expected to be allotted under the Share Purchase Plan Offer on or about 29 April

2009 and Sundance will apply for those New Shares to be quoted on ASX within the relevant period specified in the ASX Listing Rules. Sundance expects to dispatch a holding statement or confirmation advice in respect of the New Shares allotted to you under the Share Purchase Plan Offer on or about 1 May 2009. You should confirm your holding before trading in any New Shares you believe have been allotted to you under the Share Purchase Plan Offer.

#### BROKER STAMPING FEE

The Company will pay a stamping fee equal to 0.75% of the subscription amount (inclusive of GST) of New Shares to stockbrokers (being those entities named as full service (advisory) brokers or non-advisory brokers on the ASX website) who submit a valid claim for a broker stamping fee on successful applications.

#### ADDITIONAL INFORMATION

All New Shares issued under the Share Purchase Plan Offer will rank equally with existing Sundance ordinary shares from the date of issue, and therefore will carry the same voting rights, dividends rights and other entitlements as existing Shares in Sundance.

By accepting the Share Purchase Plan Offer, you agree to be bound by these Terms and Conditions and Sundance's Constitution.

Sundance reserves the right to waive strict compliance with any provision of these Terms and Conditions, to amend or vary these Terms and Conditions and to suspend or terminate the Share Purchase Plan Offer at any time. Any such amendment, variation, suspension or termination will be binding on all Eligible Shareholders even where Sundance does not notify you of that event.

Sundance may make determinations in any manner it thinks fit, including in relation to any difficulties, anomalies or dispute which may arise in connection with or by reason of the operation of the Share Purchase Plan Offer, whether generally or in relation to any participant or application.

Any determinations by Sundance will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Sundance's rights may be exercised by its board or any delegate of its board.

This Share Purchase Plan Offer is governed by the law in force in Western Australia. By accepting this offer, you submit to the non-exclusive jurisdiction of the courts of Western Australia.

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## TERMS AND CONDITIONS CONTINUED

FOR MORE INFORMATION

### KEY CONTACTS

If you have any questions about the 2009 Share Purchase Plan Offer, please call the Share Purchase Plan Enquiry Line:

Within Australia: 1 300 368 919

International: +61 3 9946 4430

Or BBY Limited

Phone: +61 2 9226 0045

Email: [wml@bby.com.au](mailto:wml@bby.com.au)

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Share Registry website:

[www.computershare.com.au](http://www.computershare.com.au)

Sundance Resources Limited website:

[www.sundanceresources.com.au](http://www.sundanceresources.com.au)

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Please return completed forms to:

Computershare Investor Services Pty Ltd

GPO Box D182

Perth WA 6840

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OR IN PART IN OR INTO THE US OR TO US PERSONS

This document does not constitute an offer of any securities for sale in the United States or in any other jurisdiction. The securities offered have not been, and will not be, registered under the US Securities Act of 1933, as amended (the "Securities Act") and may not be offered or sold in the United States or to, or for the account or benefit of, any "US person" as defined in Regulation S under the Securities Act) absent registration or an applicable exemption from the registration requirements under the Securities Act and any other applicable securities laws.



