



24 March 2016

Mr Wade Baggott
Senior Adviser Listings Compliance (Perth)
Australian Securities Exchange Limited
Level 40, Central Park
152-158 St Georges Terrace
PERTH WA 6000

By email: wade.baggott@asx.com.au
tradinghaltspert@asx.com.au

Dear Mr Baggott

ASX APPENDIX 3Y QUERY

SUNDANCE RESOURCES LIMITED ACN 055 719 394 ("Company")

I refer to your letter dated 23 March 2016 regarding the delay in submitting an Appendix 3Y for Mr Giulio Casello and Mr Alan Rule. In response to your questions we reply as follows:

1. The Appendix 3Y's were lodged late due to an administration oversight by the Company as I was overseas from 3 March 2016 until 18 March 2016.
2. The Company has a Security Trading Policy, announced to the ASX on 16 December 2010. Clause 12 of the Securities Trading Policy specifically addresses directors' obligations and the Company's procedures for the notification to the ASX of (i) an initial director's interest and (ii) any changes in a director's interest.
3. The Company has adequate procedures in place to ensure compliance with ASX Listing Rule 3.19B.

Yours faithfully

Alan Rule
COMPANY SECRETARY



23 March 2016

Mr Alan Rule
Company Secretary
Sundance Resources Limited
Level 3, 24 Outram Street
WEST PERTH WA 60005

By Email: arule@sundanceresources.com.au

Dear Mr Rule

Sundance Resources Limited (the “Company”)

I refer to the following:

1. The Company’s announcements lodged with ASX Ltd (“ASX”) on 21 March 2016 regarding change of director’s interest notices for Mr Alan Rule and Mr Giulio Casello (“Appendices 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.

As the Appendices 3Y indicate a change in Mr Rule's and Mr Casello's notifiable interests occurred on 8 March 2016, the Appendices 3Y should have been lodged with the ASX by 16 March 2016. As the Appendices 3Y were lodged on 21 March 2016, it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

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 and Guidance Note 22: "Director Disclosure of Interests and Transactions in Securities - Obligations of Listed Entities", we ask that you answer each of the following questions.

1. Please explain why the Appendices 3Y were 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?

Your response should be sent to me by e-mail to tradinghaltsperth@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 Tuesday 29 March 2016**.

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]

Wade Baggott
Senior Adviser, Listings Compliance (Perth)