

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Sundance Resources Limited

055 719 394

1. Details of substantial holder (1)

Name AustSino Resources Group Limited (**AustSino**) and the other entities listed in Item 3 below

ACN/ARSN (if applicable) 009 076 242

The holder became a substantial holder on 16/12/2019

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully Paid Ordinary Shares	506,666,668	506,666,668	5.46%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
AustSino	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth) (Act) as it is the holding company of Havelock Resources Pty Ltd, which is the registered and beneficial holder of the shares.	506,666,668 Fully Paid Ordinary Shares
Havelock Resources Pty Ltd	Relevant interest under section 608(1)(a) of the Act as it is the registered and beneficial holder of the shares.	506,666,668 Fully Paid Ordinary Shares
Each entity listed in Annexure 'A' (AustSino Group)	Each entity listed in Annexure 'A' is an associate of AustSino and accordingly has a relevant interest under section 608(3) of the Act. (As none of these entities are entitled to be registered as holder of the shares, each entity's ability to vote and dispose of the shares is qualified accordingly).	506,666,668 Fully Paid Ordinary Shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
AustSino, Havelock Resources Pty Ltd and the AustSino Group	Havelock Resources Pty Ltd	Havelock Resources Pty Ltd	506,666,668 Fully Paid Ordinary Shares

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
AustSino, Havelock Resources Pty Ltd and the AustSino Group	5 September 2019	\$100,000	N/A	26,666,667
AustSino, Havelock Resources Pty Ltd and the AustSino Group	14 October 2019	\$100,000	N/A	26,666,667
AustSino, Havelock Resources Pty Ltd and the AustSino Group	16 December 2019	\$100,000	N/A	26,666,667
AustSino, Havelock Resources Pty Ltd and the AustSino Group	16 December 2019	\$300,000	N/A	66,666,667

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Havelock Resources Pty Ltd	The entity is an associate of AustSino pursuant to section 12(2)(a)(i) of the Act because it is a body corporate that controls Havelock Resources Pty Ltd.
AustSino Group	Each entity listed in Annexure 'A' is an associate of AustSino pursuant to section 12(2)(a)(i) of the Act because each of the entities is a body corporate that AustSino controls.

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Havelock Resources Pty Ltd	Level 5, 35 Havelock Street, West Perth WA 6005.
AustSino Resources Group Ltd	Level 5, 35 Havelock Street, West Perth WA 6005.
AustSino Group	See Annexure 'A'

Signature

print name Michael Keemink

capacity Director

sign here



date 28 / 01 / 2020

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

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- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subregulation 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particulars securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
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Annexure "A"

Name	ACN	Address
AustSino Resources Group Limited	009 076 242	Level 5, 35 Havelock Street, WEST PERTH WA 6005
Subsidiary Companies of AustSino Resources Group Limited		
Desert Resources Pty Ltd	107 142 003	Level 5, 35 Havelock Street, WEST PERTH WA 6005
Apogei Pty Ltd	124 501 971	Level 5, 35 Havelock Street, WEST PERTH WA 6005
Mid West Infrastructure Group Pty Ltd	147 636 137	Level 5, 35 Havelock Street, WEST PERTH WA 6005
Aurium Resources Limited	123 821 929	Level 5, 35 Havelock Street, WEST PERTH WA 6005
Padbury (Shanghai) Enterprise Development Company Ltd	N/A	16F Nikos Building, 1605/528 Hongxu Road, Shanghai, China.
Havelock Resources Pty Ltd	627 980 876	Level 5, 35 Havelock Street, WEST PERTH WA 6005
China Cameroon Resources SARL	N/A	227 rue de l'hôtel de ville, BP 4163 Douala (Bonanjo), Cameroon.

This is Annexure "A" referred to in the Form 603 (Notice of Initial Substantial Holder), signed by me and dated 28 January 2020.



Michael Keemink
Director