

**Form 605**  
Corporations Act 2001  
Section 671B

**Notice of ceasing to be a substantial holder**

To: **Sundance Resources Limited**

ACN/ARSN **055 719 394**

**1. Details of substantial holder**

Name **Deutsche Bank AG and its related bodies corporate (together, the "Deutsche Bank Group")**

ACN/ARSN (if applicable) **064 165 162**

The holder ceased to be a substantial holder on **15 December 2014**  
The previous notice was given to the company on **16 December 2014**  
The previous notice was dated **12 December 2014**

**2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change              | Person whose relevant interest changed | Nature of change(4) | Consideration given in relation to change(5) | Class(6) and number of securities affected | Person's votes affected |
|-----------------------------|--|---------------------|--|--|-------------------------|
| Please refer to Schedule 1. |  |                     |  |  |                         |

**3. Changes in association**

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A                               |                       |

#### 4. Addresses

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

| Name                              | Address   |
|-----------------------------------|---|
| Deutsche Bank AG, Sydney Branch   | Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000 |
| Deutsche Bank AG, London Branch   | Winchester House, 1 Great Winchester Street, London, United Kingdom EC2N 2DB                |
| Deutsche Securities Australia Ltd | Level 16, Deutsche Bank Place, Corner Hunter and Philip Street, Sydney, NSW, Australia 2000 |



**Signature**

Name Fiona Cheng  
Deutsche Bank AG, Hong Kong Branch

17 December 2014

## Schedule 1

| Date of change | Holder of relevant interest       | Nature of change  | Consideration given in relation to change | Class and number of securities affected (Ordinary Shares) | Person's votes affected |
|----------------|-----------------------------------|---|---|---|-------------------------|
| 15/12/2014     | Deutsche Securities Australia Ltd | Stock borrow from JP Morgan Chase Bank N.A. (Refer to Schedule 2)   | N/A                                       | 3,000,000   | 3,000,000               |
| 15/12/2014     | Deutsche Bank AG, Sydney branch   | Buy   | 0.03                                      | 290,000   | 290,000                 |
| 15/12/2014     | Deutsche Bank AG, London Branch   | Stock borrow from JP Morgan Chase Bank N.A. Sydney Branch (Refer to Schedule 2)                                     | N/A                                       | 210,000   | 210,000                 |
| 15/12/2014     | Deutsche Bank AG, Sydney branch   | Sell  | 0.03                                      | -5  | -5                      |
| 15/12/2014     | Deutsche Bank AG, Sydney branch   | Sell  | 0.03                                      | -290,000  | -290,000                |
| 15/12/2014     | Deutsche Bank AG, London Branch   | Return of rehypothecated securities under Prime Brokerage Agreement with Senrigan Master Fund (Refer to Schedule 2) | N/A                                       | -55,315,720   | -55,315,720             |

## Schedule 2

|  |  |  |  |
|--|--|--|--|
| <b>Type of Agreement:</b>                                | Prime Brokerage Agreement  | Securities Lending Agreement   | Securities Lending Agreement   |
| <b>Parties to Agreement:</b>                             | (1) Deutsche Bank AG, London Branch<br>(2) Senrigan Master Fund  | (1) Deutsche Securities Australia Limited<br>(2) JP Morgan Chase Bank N.A. Sydney Branch     | (1) Deutsche Bank AG, London Branch<br>(2) JP Morgan Chase Bank N.A.                         |
| <b>Transfer date:</b>                                    | 15 December 2014   | 15 December 2014   | 15 December 2014   |
| <b>Holder of voting rights:</b>                          | Deutsche Bank AG   | Deutsche Bank AG   | Deutsche Bank AG   |
| <b>Are there any restrictions on voting rights:</b>      | Yes  | No   | No   |
| If yes, detail:  | The exercise of voting rights shall be in accordance with the instructions of the Client provided that such instructions are received to allow Deutsche Bank AG, London Branch to act on its best efforts. If no instructions are received from the Client, Deutsche Bank AG, London Branch shall not exercise such voting rights. | N/A  | N/A  |
| <b>Scheduled return date (if any):</b>                   | None   | None (subject to the terms of the relevant loan)   | None (subject to the terms of the relevant loan)   |
| <b>Does the borrower have the right to return early:</b> | Yes  | Yes  | Yes  |
| If yes, detail:  | The borrower has the right to return at any time   | The borrower has the right to return at any time (subject to the terms of the relevant loan) | The borrower has the right to return at any time (subject to the terms of the relevant loan) |
| <b>Does the lender have the right to recall early:</b>   | Yes  | Yes  | Yes  |
| If yes, detail:  | The lender has the right to recall at its request subject to compliance with margin requirements   | The lender has the right to recall at any time (subject to the terms of the relevant loan)   | The lender has the right to recall at any time (subject to the terms of the relevant loan)   |
| <b>Will the securities be returned on settlement:</b>    | Yes  | Yes  | Yes  |
| If yes, detail any exceptions:                           | N/A  | N/A  | N/A  |