



SUNDANCE RESOURCES LTD

LEVEL 27 ST. MARTINS TOWER
44 ST. GEORGES TERRACE, PERTH
WESTERN AUSTRALIA 6000
TELEPHONE: +618 9220 2300
FACSIMILE: +618 9220 2311
Info@sundanceresources.com.au
www.sundanceresources.com.au
ABN 19 055 719 394

21 May 2009

Mr Wade Baggott
Adviser, Issuers (Perth)
Australian Stock Exchange Ltd
Level 8, Exchange Plaza
2 The Esplanade
PERTH WA 6000

Transmission by facsimile: 9221 2020 (2 pages)

Dear Wade

ASX QUERY DATED 19 MAY 2009

In reference to your query dated 19 May, 2009, the Company responds as follows:

1. Please explain why Appendix 3Y was lodged late.

The Appendix 3Y regarding the change in director's relevant interests for Mr Talbot was lodged late because the Company and Mr Talbot were checking a number of legal issues relating to certain associates of Mr Talbot before finalising the Appendix 3Y.

2. Please explain why the 26,316 fully paid ordinary shares were not previously notified to ASX.

The 26,316 shares were not included in the original Appendix 3X (which related to 366,475,562 shares) through an administrative oversight. The Company did not become aware of this oversight until 30th April 2009.

3. 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?

The Directors of the Company are required, by their Consent to Act as a Director agreement with the Company, to disclose their interests in the Company and any change in those interests. The precise provision reads as follows:

"4. Undertaking

I undertake to Notify the Company immediately of:

(a) Any change in the facts set out in paragraphs 1, 2 or 3, and

(b) Any further acquisition of any interest, direct or indirect, in a contract or proposed contract with the Company".

The paragraphs referred to in Clause 4(a) of the undertaking include paragraph 2, "Director's Interest in the Company", under which the director lists all shares in the Company that the director has a relevant interest in.

- 4. 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 3.19A?

The Company is of the view that the provision disclosed in paragraph 3 above is sufficient for these purposes. However, management also now proposes to invite Directors to sign a letter substantially in the form set out in Guidance Note 22 and this matter will be considered by the Board at the next Board Meeting.

If you have any queries regarding this response please contact us as soon as conveniently possible.

Yours sincerely

SUNDANCE RESOURCES LIMITED



JOHN CARR-GREGG

Company Secretary

**ASX**

AUSTRALIAN SECURITIES EXCHANGE

ASX Markets Supervision Pty Ltd
ABN 26 087 780 489
Level 8, Exchange Plaza
2 the Esplanade
Perth WA 6000

PO Box D187
Perth WA 6840

Telephone 61 8 9224 0000
Facsimile 61 8 9221 2020
www.asx.com.au

19 May 2009

John Carr-Gregg
Company Secretary
Sundance Resources Limited
Level 27, St Martins Tower
44 St Georges Terrace
PERTH WA 6000

By email

Dear John

SUNDANCE RESOURCES LIMITED (the "Company") Appendix 3Y

We refer to the following;

1. The Appendix 3Y lodged by the Company with ASX Limited ("ASX") on 18 May 2009 in relation to a change in the director's relevant interests of Mr Kenneth Talbot; and
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 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). The entity must complete 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 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.

4. The Companies Update dated 27 June 2008, reminding listed entities of their obligation to notify ASX within 5 business days of the notifiable interests in securities held by each director and outlining the action that ASX would take in relation to breaches of listings rules 3.19A and 3.19B.

As the Appendix 3Y indicated that a change in the director's relevant interests for Mr Talbot occurred on 1 May 2009, it appears that the Appendix 3Y should have been lodged with the ASX by 8 May 2009. As the Appendix 3Y was lodged on 18 May 2009 it appears that the Company may be in breach of listing rules 3.19A and/or 3.19B.

Further, we note that an amount of 26,316 fully paid ordinary shares were not previously notified on the Appendix 3X issued to ASX on 18 September 2007 for Mr Talbot, which may also cause a 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 Appendix 3Y was lodged late.
2. Please explain why the 26,316 fully paid ordinary shares were not previously notified to ASX.
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 facsimile on facsimile number (08) 9221 2020. 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 half an hour before the start of trading (ie before 7.30 a.m. W.S.T.) on **Friday 22 May 2009**.

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 should separately address each of the questions asked. If you have any queries or concerns, please contact me immediately

Yours sincerely,



Wade Baggott
Adviser, Issuers (Perth)