



SUNDANCE
RESOURCES LTD

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ABN 19 055 719 394

SUNDANCE RESOURCES LIMITED

ABN 19 055 719 394

NOTICE OF ADJOURNED SCHEME MEETING

Date of Meeting

1 February 2013

Time of Meeting

10:00am (AWST)

Place of Meeting

Perth Convention and Exhibition Centre
21 Mounts Bay Road, Perth
WESTERN AUSTRALIA

A Proxy Form is enclosed

Please read this Notice and Explanatory Notes carefully.

If you are unable to attend the Scheme Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

Shareholder Information Line

If you have any questions please contact the Sundance Shareholder Information Line on 1300 369 529 (within Australia) or +61 3 9415 4247 (outside Australia) Monday to Friday between 6:00am (AWST) and 5:00pm (AWST).

NOTICE OF COURT ORDERED MEETING OF SUNDANCE RESOURCES LTD SHAREHOLDERS

Notice is hereby given that the meeting of shareholders of Sundance Resources Limited ABN 19 055 719 394 (Company) which had been convened, by an Order of the Federal Court of Australia (Court) made on 9 November 2012 under section 411(1) of the Corporations Act, on Friday, 14 December 2012 has been adjourned and will now be held at 10:00am (AWST) on Friday, 1 February 2013 at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia. The adjournment was required as a result of Sundance and Hanlong's agreement to extend the timetable for completion of the proposed scheme of arrangement (which was required after Hanlong informed Sundance on 1 December 2012 that it would not be able to deliver the Credit Approved Term Sheet from the China Development Bank by the date required under the original timetable (13 December 2012)). A copy of the revised timetable (which was announced to ASX on 5 December 2012) is available on ASX's website at www.asx.com.au and Sundance's website at www.sundanceresources.com.au.

The Court has directed that Mr George Jones AM act as Chairman of the meeting or, failing him, Ms Fiona Harris, and has directed the Chairman to report the result of the meeting to the Court.

The purpose of the meeting is to consider, and if thought fit, agree to a scheme of arrangement (with or without any modifications or conditions made or required by the Court to which Sundance and Hanlong agrees) proposed to be made between Sundance and Sundance Shareholders in relation to the proposed acquisition of 100% of Sundance by Hanlong.

To enable you to make an informed voting decision, further information on the Scheme is set out in the Scheme Booklet dated 9 November 2012 which was despatched to shareholders on 13 November. A copy of the Scheme Booklet can be found on ASX's website at www.asx.com.au and on Sundance's website at www.sundanceresources.com.au. Terms used in this notice have the same meaning as set out in the defined terms in Section 9 of the Scheme Booklet.

BUSINESS OF THE MEETING

To consider and, if thought fit, pass the following resolution:

"That pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the members approve the arrangement proposed between Sundance Resources Limited and the holders of its fully paid ordinary shares, designated the "Scheme", as contained in and more particularly described in the Scheme Booklet dated 9 November 2012 (with or without any modifications or conditions made or required by the Court to which Sundance Resources Limited and Hanlong (Africa) Mining Investment Limited agrees) and, subject to approval of the Scheme by the Court, the Sundance Board is authorised to implement the Scheme with any such modifications or conditions."



Brian Conrick

Company Secretary

Dated: 24 December 2012

EXPLANATORY NOTES

Sundance Resources Limited Shareholders who are entitled to vote

Only Sundance Shareholders (other than Hanlong and its Related Bodies Corporate) who are registered on the Sundance Share Registry at 5:00pm (AWST) on 30 January 2013 are entitled to vote on the resolution.

Majorities Required

In accordance with section 411(4)(a)(ii) of the Corporations Act, the resolution must be passed by, unless the Court orders otherwise:

- a majority in number of Sundance Shareholders present and voting at the meeting in person, by attorney, by proxy or, in the case of corporate shareholders, by corporate representative; and
- at least 75% of the total number of votes cast by Sundance Shareholders on the resolution.

Court Approval

In accordance with section 411(4)(b) of the Corporations Act, the Scheme (with or without any modification made or required by the Court to which Sundance and Hanlong agree) must be approved by an order of the Court. If the resolution put to this meeting is passed by the required majorities and the other Conditions Precedent are satisfied or waived (as applicable), Sundance intends to apply to the Court on 11 February 2013 for approval of the Scheme.

VOTING

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Adjourned Scheme Meeting and by submitting their proxy appointment and voting instructions in person, by post, by facsimile, or online.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a shareholder.

- The proxy can be either an individual or a body corporate.
- If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the Sundance Shareholder's behalf on the poll, and the Sundance Shares the subject of the proxy appointment will not be counted in computing the required majority.
- Shareholders who return their Proxy Form(s) with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Scheme Meeting, the Company Secretary or any Sundance Director that do not contain a direction how to vote will be used to vote in favour of the Scheme Resolution.
- To be effective, proxies must be lodged by 10:00am (AWST) on 30 January 2013. Proxies lodged after this time will be invalid.
- The Proxy Form or appointment of attorney (in the event you wish to attend and vote at the Scheme Meeting) must either be:
 - o sent by mail to the Sundance Share Registry (using the reply paid envelope included with this document), addressed, Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001, Australia or sent by mail to Sundance's registered office at Level 35, Exchange Plaza, 2 The Esplanade, Perth WA 6000;
 - o faxed to 1800 783 447 from within Australia, or +61 3 9473 2555 from overseas;
 - o lodged online at www.investorvote.com.au using the details printed on the personalised Scheme Meeting Proxy Form or at www.intermediaryonline.com for custodian voting (subscribers only); or
 - o delivered by hand to Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia.

The Proxy Form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:00am (AWST) on 30 January 2013. If facsimile transmission is used, the power of attorney must be certified.

Note for shareholders who have already submitted a Proxy Form

If you have already submitted a valid Proxy Form for the Scheme Meeting or have already registered a proxy over the internet and you do not want to change the way in which you have voted, your proxy will remain valid and you do not need to do anything.

If you have already submitted a valid proxy for the Scheme Meeting and you would like to change the way in which you have voted, you may do so by completing and returning the new Proxy Form for the Scheme Meeting that accompanies this document to the Sundance Share Registry or registering a new proxy over the internet in accordance with the instructions. Any new valid proxy received by the Sundance Share Registry revokes any previously submitted proxy.

Note for shareholders who have not yet submitted a Proxy Form

If you have not yet submitted a valid proxy you may vote by completing and returning either the Proxy Form provided previously or the new Proxy Form accompanying this document or registering a new proxy over the internet in accordance with the instructions.

Shareholder Information Line

If you have any questions please contact the Sundance Shareholder Information Line on 1300 369 529 (within Australia) or +61 3 9415 4247 (outside Australia) Monday to Friday between 6:00am (AWST) and 5:00pm (AWST).



SUNDANCE RESOURCES LTD

ABN 19 055 719 394

000001 000 SDL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 368 919
(outside Australia) +61 3 9946 4430

Proxy Form



Vote online or view the Scheme Booklet, 24 hours a day, 7 days a week:

www.investorvote.com.au



Cast your proxy vote



Review and update your securityholding

Your secure access information is:

Control Number: 999999

SRN/HIN: 1999999999

PIN: 99999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (Perth Time) Wednesday 30 January 2013

How to Vote on the Item of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite the item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on the item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sundance Resources Limited hereby appoint



the Chairman
of the meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Scheme Meeting of Sundance Resources Limited to be held at the Perth Convention and Exhibition Centre, 21 Mounts Bay Road, Perth, Western Australia on Friday, 1 February 2013 at 10:00am (Perth Time) and at any adjournment of that meeting.

STEP 2 Item of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 1 Approval of Share Scheme

For

Against

Abstain

☐☐☐

The Chairman of the Meeting intends to vote undirected proxies in favour of the item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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Computershare +