

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme	Sundance Resources Limited
ACN/ARSN	ACN 055 719 394

**1. Details of substantial holder (1)**

Name	Sichuan Hanlong Group Co., Limited and each of its related bodies corporate that are named in Annexure A (each a Related Body Corporate)
ACN/ARSN (if applicable)	N/A

There was a change in the interests of the substantial holder on

30/12/2015

The previous notice was given to the company on

07/12/2012

The previous notice was dated

07/12/2012

**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	433,791,352	14.15% (or 13.95% before the issue of shares to Hanlong (Africa) Mining Investment Limited on 30 December 2015)	626,099,044	18.96%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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 (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
30/12/2015	Hanlong (Africa) Mining Investment Limited	Issue of shares upon conversion of 2,500,000 convertible notes held by Hanlong (Africa) Mining Investment Limited	Nil	192,307,692 ordinary shares	192,307,692

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Hanlong (Africa) Mining Investment Limited	Hanlong (Africa) Mining Investment Limited	Hanlong (Africa) Mining Investment Limited	Relevant interest under section 608(1) of the Corporations Act 2001 (Cth) (Act) as the registered holder of the shares	626,099,044 ordinary shares	626,099,044
Each Related Body Corporate, Ms Xue YANG, Mr Yifan LIU, Ms Xiaoping LIU, Mr Geng LIU	Hanlong (Africa) Mining Investment Limited	Hanlong (Africa) Mining Investment Limited	Each person is an associate of and/or controls Hanlong (Africa) Mining Investment Limited and accordingly, has a relevant interest in the same shares as Hanlong (Africa) Mining Investment Limited under sections 608(3)(a) or 608(3)(b), respectively, of the Act.	626,099,044 ordinary shares	626,099,044

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) 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	N/A

**6. Addresses**

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

Name	Address
See Annexure A	See Annexure A

**Signature**

print name	Nelson Feng Chen	capacity	Authorised officer
sign here		date	3/1/2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant 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 8 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 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 particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

**ANNEXURE A**

This is the annexure marked 'A' of 1 page referred to in Form 604 ('Notice of change of interests of substantial holder').



Name: Nelson Feng Chen

Capacity: Authorised Officer

Date: 3/1/2016

Name	Address
Sichuan Hanlong Group Co., Limited	20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China
Sichuan Hanlong High Technology Development Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Hanlong Shiye Investment Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Hanlong Mining Investment Pty Limited	Level 29, 9 Castlereagh Street, Sydney NSW 2000, Australia
Hanlong (Australia) Resources Pty Ltd	Level 29, 9 Castlereagh Street, Sydney NSW 2000, Australia
Jiuzhaigou Natural Medicine Group	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Sichuan Jiuding Electricity Production Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Shanghai Hanglong Investment Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Sichuan Hanxin Mining Development Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Yunnan Jinwei Mining Investment Co., Ltd	c/- Sichuan Hanlong Group Co., Limited (20/F Hongda Building, 2 Jingli East Road, Chengdu, Sichuan, China)
Hanlong Resources Limited	Suite 4310, 43/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Hanlong (Canada) Mining Investment Ltd	Suite 1300, 777 Dunsmuir Street, Vancouver, BC Canada V7Y 1K2 T
Hanlong (USA) Mining Investment Inc	21038 Commerce Pointe Drive, Walnut, CA91789, United States of America
Hanlong (Africa) Mining Investment Ltd	Suite 4310, 43/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Hanlong Management Limited	Suite 4310, 43/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Hanlong Energy Limited	Suite 4310, 43/F China Resources Building, 26 Harbour Road, Wanchai, Hong Kong
Hanlong Commodities Holding Pty Limited	Level 29, 9 Castlereagh Street, Sydney NSW 2000, Australia
Hanlong Metals Pty Limited	Level 29, 9 Castlereagh Street, Sydney NSW 2000, Australia