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Sundance Energy Australia Limited ABN 76 112 202 883

15 March 2018

ASX Market Announcements
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Sundance Energy Australia Limited (ASX Code: SEA)

Notice under section 708AA(2)(f) of the *Corporations Act 2001* (Cth)

This notice is given by Sundance Energy Australia Limited ACN 112 202 883 (**Sundance**) under section 708AA(2)(f) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84 (**ASIC Instrument 2016/84**).

Where applicable, references in this notice to the Corporations Act are to those sections as modified by ASIC Instrument 2016/84.

Sundance has announced today a proposed capital raising of approximately A\$331.3 million, comprised of:

- an institutional placement of 370,697,000 new fully paid ordinary shares in Sundance (**New Shares**) to professional and sophisticated investors at an offer price of A\$0.059 per New Share (**Placement Price**), to raise approximately A\$21.9 million (**Initial Placement**);
- an accelerated non-renounceable entitlement offer (**Entitlement Offer**) of New Shares at an offer price of A\$0.059 per New Share (**Entitlement Offer Price**), to raise approximately A\$73.9million; and
- a further institutional placement of 3,990,500,740 New Shares to professional and sophisticated investors at an offer price of A\$0.059 per New Share, to raise approximately A\$235.4 million (**Conditional Placement**), which is conditional on the approval of Sundance shareholders,

(together the **Capital Raising**). Euroz Securities Limited and Morgans Corporate Limited have agreed to jointly lead manage the Capital Raising and to fully underwrite the Entitlement Offer.

Under the Entitlement Offer eligible shareholders with registered addresses in Australia and New Zealand and certain other jurisdictions in which Sundance has decided to extend the Entitlement Offer will be invited to subscribe for 1 New Share for every 1 existing fully paid ordinary share in Sundance held as at the Record Date, being 7:00pm (Sydney time) on Monday, 19 March 2018.

1. Sundance advises that:

- (a) the New Shares to be issued pursuant to the Entitlement Offer will be offered for issue under the Entitlement Offer without disclosure under Part 6D.2 of the Corporations Act;
- (b) this notice is being given under section 708AA(2)(f) of the Corporations Act;
- (c) as at the date of this notice, Sundance has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to Sundance; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no information that is 'excluded information' within the meaning of sections 708AA(8) or 708AA(9) of the Corporations Act which is required to be set out in this notice under section 708AA(7) of the Corporations Act; and
- (e) the potential effect of the issue of New Shares pursuant to the Entitlement Offer on the control of Sundance, and the consequences of that effect, will depend on a number of factors, including the extent to which eligible shareholders participate in the Entitlement Offer and investor demand. However, at this time, the issue of New Shares under the Entitlement Offer is not expected to have any material effect or consequence on the control of Sundance given:
 - (i) the structure of the Entitlement Offer as a fully underwritten pro rata issue; and
 - (ii) the current level of holdings of substantial holders (based on substantial holding notices that have been given to Sundance and lodged with ASX on or before the date of this notice).

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Mike Hannell', followed by a period.

Mike Hannell
Chairman

Sundance Energy Australia Limited