

# Notice of Extraordinary General Meeting 2016

*Sundance Energy Australia Limited*

*ABN 76 112 202 883*

*Date:* **Tuesday, 12 July 2016**

*Time:* **10:00am** (Adelaide time)

*Venue:* Minter Ellison Boardroom  
Level 10, 25 Grenfell Street  
Adelaide, South Australia

Dear Shareholder,

Notice is hereby given that the Extraordinary General Meeting (**Extraordinary General Meeting**) of the shareholders of Sundance Energy Australia Limited (**Company**) will be held at Minter Ellison Boardroom, Level 10, 25 Grenfell Street, Adelaide, South Australia on Tuesday, 12 July 2016, at 10:00am (Adelaide time) for the purpose of transacting the business referred to in this Notice of Extraordinary General Meeting.

The Explanatory Memorandum that accompanies and forms a part of this Notice of Extraordinary General Meeting describes the Ordinary Business to be considered. The Proxy Form and Explanatory Memorandum form part of this Notice of Extraordinary General Meeting.

#### **ORDINARY BUSINESS:**

#### **A) To consider, and if thought fit, to pass, with or without modification, the following Ordinary Resolutions:**

##### **Ordinary Resolution 1: Ratification of the issue of the Tranche A Shares**

*"That for the purposes of ASX Listing Rule 7.4 and all other purposes, shareholders ratify the allotment and issue of 62,800,000 fully paid ordinary shares in the Company to certain sophisticated, professional and institutional investors (who are not related parties of the Company) for a price of A\$0.13 per share on the terms and conditions set out in the accompanying Explanatory Memorandum."*

#### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

*See note on 'Voting Entitlements' below.*

##### **Ordinary Resolution 2: Approval of the proposed issue of the Tranche B Shares**

*"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the proposed issue of up to a maximum number of 552,600,000 fully paid ordinary shares in the Company to certain sophisticated, professional and institutional investors (who are not related parties of the Company) for a price of A\$0.13 per share on the terms and conditions set out in the accompanying Explanatory Memorandum."*

#### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

*See note on 'Voting Entitlements' below.*

### Ordinary Resolution 3: Approval of the proposed issue of the SPP Shares

#### Subject to the approval of Ordinary Resolution 2

*"That for the purposes of ASX Listing Rules 7.1 and 10.11, and for all other purposes, approval is given for the issue of fully paid ordinary shares in the Company offered under the Company's share purchase plan to eligible shareholders on the terms summarised in the accompanying Explanatory Memorandum."*

#### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by a director of the Company who may participate in the proposed issue and who is to receive shares in the Company, and any associates of such person. However, the Company need not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

*See note on 'Voting Entitlements' below.*

#### **OTHER BUSINESS:**

To deal with any other business that may legally be brought forward in accordance with the Constitution and the Corporations Act.

#### **By order of the Board**



*Damien Connor  
Company Secretary*

*07 June 2016*

## VOTING ENTITLEMENTS

The Board has determined that, in accordance with the Company's Constitution and the Corporations Regulations 2001 (Cth), the members entitled to attend and vote at the Extraordinary General Meeting shall be those persons who are recorded in the register of members at 7:00 pm (Adelaide time) on Sunday, 10 July 2016.

## PROXIES

### Appointment of a proxy

A shareholder who is entitled to attend and vote at the Extraordinary General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy form is included with this Notice of Extraordinary General Meeting.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company. Proxies given by corporate shareholders must be executed in accordance with their constitutions or signed by a duly authorised officer or attorney.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney or authorised officer, the authority under which the proxy form is signed (or a certified copy of the authority) **by no later than 10:00 am (Adelaide time) on Sunday, 10 July 2016** (being 48 hours before the commencement of the Extraordinary General Meeting) to:

- the Company's registered office at Ground floor, 28 Greenhill Road WAYVILLE SA 5034 (facsimile number (08) 8132 0766);
- the Company's share registrar, Computershare Investor Services Pty Limited, as listed below; or
- **Custodian Voting** - for Intermediary Online subscribers only (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

Online:	Mail:	Fax:
Enter the control number, SRN/HIN and postcode shown on the first page of the proxy form at:  <a href="http://www.investorvote.com.au">www.investorvote.com.au</a>	Sundance Energy Australia Limited C/- Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001, Australia	Sundance Energy Australia Limited C/- Computershare Investor Services Pty Limited (within Australia) 1800 783 447 (outside Australia) +613 9473 2555

*If you require an additional proxy form, please contact Computershare Investor Services Pty Limited.*

### Appointment of company representative

A body corporate may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act*. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.

### Voting by proxies

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit. If a proxy abstains from voting and the directions on the proxy require that person to vote, the votes not exercised by the proxy will be given to the Chair to vote in accordance with the directions on the proxy form.

Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.

**Please read the directions on the proxy form carefully, especially if you intend to appoint the Chair of the meeting.**

## Extraordinary General Meeting - Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the Extraordinary General Meeting of shareholders to be held on:

Date: Tuesday, 12 July 2016  
Time: 10:00 am (Adelaide time)  
Venue: Minter Ellison Boardroom

Level 10, 25 Grenfell Street

Adelaide, South Australia

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Extraordinary General Meeting, and is a brief explanation of the Ordinary Business in the Notice of Extraordinary General Meeting and why the Company is seeking this shareholder approval.

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### Ordinary Resolution 1: Ratification of the issue of the Tranche A Shares

#### Overview

ASX Listing Rule 7.1 requires a company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12-month period that when aggregated total more than 15% in number of the existing ordinary shares in the capital of the Company.

ASX Listing Rule 7.4 allows a company in a general meeting to subsequently approve an issue of securities for the purposes of ASX Listing Rule 7.1. If approval is granted, the issue of securities is treated as having been made with approval.

Resolution 1 seeks ratification of the allotment and issue by the Company of 62,800,000 ordinary fully paid shares to certain sophisticated, professional or institutional investors (who are not related parties of the Company and to whom no prospectus needs to be issued by the Company) for an issue price of A\$0.13 per share (the **Tranche A Shares**).

The Tranche A Shares were issued within the Company's existing capacity under ASX Listing Rule 7.1. Refer to the Company's Appendix 3B lodged with the ASX on Wednesday, 8 June 2016. Accordingly, the Company was entitled to issue the Tranche A Shares without shareholder approval. However, the Company is seeking shareholder approval for the issue of the Tranche A Shares so as to preserve its ability to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

If Resolution 1 is not approved by shareholders of the Company, then subject to limited exceptions, the number of securities the Company will be able to issue without the approval of shareholders during the 12 months following the issue of Tranche A Shares will be limited.

#### Terms of Issue of Tranche A Shares

The terms of issue of the Tranche A Shares are as follows:

<b>Principal Amount</b>	Tranche A Shares - A\$8,164,000
<b>Class</b>	Fully paid ordinary shares
<b>Ranking</b>	Equally with all other existing fully paid ordinary shares from the date of issue.
<b>Quotation</b>	The Company has applied for quotation of the Tranche A Shares on the ASX.
<b>Issue Price</b>	A\$0.13

## Extraordinary General Meeting - Explanatory Memorandum

### Use of Proceeds

The funds raised by the issue of the Tranche A Shares (together with the funds raised from the issue of the Tranche B Shares if Shareholder Approval is obtained) will be used by the Company for accelerated development, transaction costs and working capital to target bolt-on acquisitions and other general corporate purposes.

### Effect of issue of the Tranche A Shares

The table below sets out the effect that the Tranche A Shares will have on the capital structure of the Company.

Securities	Before issue of the Tranche A Shares	After issue of the Tranche A Shares
Shares	560,543,605	623,343,605
RSUs	297,509 SY2012 unlisted restricted share units 1,128,258 2013 unlisted restricted share units 5,355,041 2014 TBV unlisted restricted share units 3,812,992 2014 RTSR unlisted restricted share units 537,507 2015 unlisted restricted share units 11,167,282 2015 ATSR unlisted restricted share units	No change.

The number of RSUs set out in the table above includes certain RSUs that have been granted but not yet issued to employees of the Company. The Company will issue the outstanding RSUs prior to completion of the issue of the Tranche A Shares, and an Appendix 3B will be lodged in respect of those RSUs and the Tranche A Shares in due course.

### Regulatory Requirements for the issue of Shares

ASX Listing Rule 7.4 provides that an issue of securities by a listed company without shareholder approval is treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1 if it did not breach ASX Listing Rule 7.1 and is subsequently approved by shareholders of the company.

Under ASX Listing Rule 7.5, certain information needs to be disclosed by the Company in connection with obtaining shareholder approval for the issue of the Tranche A Shares. Accordingly, the following information is disclosed:

	Information
No. of Shares issued	62,80,000
Date of Issue	Wednesday, 8 June 2016
Issue Price	A\$0.13
Persons to whom shares were issued	The Tranche A Shares have been issued to certain sophisticated, professional or institutional investors identified by the Directors and to whom no prospectus needs to be issued by the Company.

## Extraordinary General Meeting - *Explanatory Memorandum*

### **Directors Recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 1. Each of the Directors holding Shares in the Company intend to vote in favour of Resolution 1.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

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### **Ordinary Resolution 2: Approval of proposed issue of Tranche B Shares**

#### **Overview**

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12-month period that when aggregated total more than 15% in number of the existing ordinary shares in the capital of the Company.

Resolution 2 seeks shareholder approval for the allotment and issue of up to a maximum of 552,600,000 fully paid ordinary shares in the Company to certain sophisticated, professional or institutional investors (who are not related parties of the Company and to whom no prospectus needs to be issued by the Company) for an issue price of A\$0.13 per share (the **Tranche B Shares**).

The issue of the Tranche B Shares is subject to Shareholder Approval. If Shareholder Approval is not obtained, the Company will not issue the Tranche B Shares.

The Company will issue the Tranche B Shares (subject to Shareholder Approval being obtained) to the selected sophisticated, professional or institutional investors within 5 Business Days following the General Meeting.

#### **Terms of Issue**

The terms of issue of the Tranche B Shares are as follows:

<b>Maximum Principal Amount</b>	Tranche B Shares - A\$71,838,000
<b>Class</b>	Fully paid ordinary shares
<b>Ranking</b>	Equally with all other existing fully paid ordinary shares from the date of issue (including for dividends having a record date after the date of issue).
<b>Quotation</b>	The Company will apply for quotation of the Tranche B Shares on the ASX.
<b>Issue Price</b>	A\$0.13

#### **Use of Proceeds**

The funds raised by the issue of the Tranche B Shares (together with the funds raised from the issue of the Tranche A Shares) will be used by the Company for accelerated development, transaction costs and working capital to target bolt-on acquisitions and other general corporate purposes.

#### **Effect of Issue of the Tranche B Shares**

The table below sets out the effect that the Tranche B Shares will have on the capital structure of the Company (which numbers include the issue of the Tranche A Shares).

## Extraordinary General Meeting - *Explanatory Memorandum*

Securities	Before issue of the Tranche B Shares but after the issue of the Tranche A Shares	Maximum Number after issue of the Tranche A Shares and Tranche B Shares
Shares	623,343,605	1,175,943,605
RSUs	297,509 SY2012 unlisted restricted share units 1,128,258 2013 unlisted restricted share units 5,355,041 2014 TBV unlisted restricted share units 3,812,992 2014 RTSR unlisted restricted share units 537,507 2015 unlisted restricted share units 11,167,282 2015 ATSR unlisted restricted share units	No change.

### **Regulatory Requirements for the issue of Shares**

ASX Listing Rule 7.1 provides that listed companies must not, without prior approval of its shareholders, issue securities if the number of securities issued, or when aggregated with the number of securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

Under ASX Listing Rule 7.1, certain information needs to be disclosed by the Company in connection with obtaining shareholder approval for the issue of the Tranche B Shares. Accordingly, the following information is disclosed:

	Information
Maximum No. of Shares issued	552,600,000
Date of Issue	Thursday, 14 July 2016
Issue Price	A\$0.13
Persons to whom shares will be issued	The Tranche B Shares are intended to be issued to certain sophisticated, professional or institutional investors and to whom no prospectus needs to be issued by the Company.

### **Directors Recommendation**

The Directors unanimously recommend that shareholders vote in favour of Resolution 2. Each of the Directors holding Shares in the Company intends to vote in favour of Resolution 2.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 2.

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### **Ordinary Resolution 3: Approval of proposed issue of SPP Shares**

#### **Overview**

As announced to ASX on Wednesday, 1 June 2016, subject to shareholder approval of Resolutions 2 and 3 being obtained, the Company will undertake an offer of shares under the Company's share purchase plan (SPP).



## Extraordinary General Meeting - Explanatory Memorandum

Under the SPP, each eligible shareholder will be entitled to subscribe for fully paid ordinary shares in the Company at an issue price of \$0.13 per share (being the same issue price as the Tranche A Shares and the Tranche B Shares), up to a maximum aggregate amount of \$15,000 (with fractional entitlements to new shares being rounded up to the nearest whole number) (**SPP Shares**).

The Company does not wish the SPP Shares to utilise its capacity under ASX Listing Rule 7.1 to issue up to 15% in number of the existing ordinary shares in the capital of the Company without shareholder approval in any 12-month period. Although an issue of shares under a share purchase plan offer would not normally be counted for the purpose of this rule (pursuant to Exception 15 of ASX Listing Rule 7.2), that exception is limited to a share purchase plan offer where the issue price of the shares is at least 80% of the volume weighted average market price of the shares over the previous 5 trading days either before the day on which the issue was announced or before the day on which the issue was made. The issue price per Share under the SPP may not satisfy the requirements of this exception.

Pursuant to ASX Listing Rule 10.11, a "related party" of a listed company is precluded from participating in any issue of securities in a company without the prior approval of shareholders. Shareholder approval is required under ASX Listing Rule 10.11 in order to allow Directors of the Company, should they be eligible and wish to do so, to participate in the SPP.

Accordingly, resolution 3 seeks shareholder approval for the allotment and issue to Eligible Shareholders (including Directors who are Eligible Shareholders) of up to a maximum of 115,385 fully paid ordinary shares in the Company under the SPP per shareholder for an issue price of A\$0.13 per share.

The issue of the SPP Shares is subject to shareholder approval for Resolutions 2 and 3. If shareholder approval is not obtained for Resolutions 2 and 3, the Company will not proceed with the SPP and will not issue the SPP Shares.

### **Terms of Issue of SPP Shares**

The terms of issue of the SPP Shares are summarised below. Further details of the key terms of the SPP will be set out in the SPP offer document which will be despatched to shareholders after the EGM if shareholder approval of Tranche A and B is obtained.

<b>Maximum Principal Amount</b>	SPP Shares - A\$10,000,000
<b>Class</b>	Fully paid ordinary shares
<b>Ranking</b>	Equally with all other existing fully paid ordinary shares from the date of issue.
<b>Quotation</b>	The Company will apply for quotation of the SPP Shares on the ASX.
<b>Issue Price</b>	A\$0.13

### **Use of Proceeds**

The funds raised by the issue of the SPP Shares (together with the funds raised from the issue of the Tranche A Shares and Tranche B Shares, if Shareholder Approval is obtained) will be used by the Company for accelerated development, transaction costs and working capital to target bolt-on acquisitions and other general corporate purposes.

## Extraordinary General Meeting - Explanatory Memorandum

### Effect of Issue of the SPP Shares

The table below sets out the effect that the SPP Shares will have on the capital structure of the Company (which numbers include the issue of the Tranche A Shares and the Tranche B Shares).

Securities	Before issue of the SPP Shares but after the issue of the Tranche A Shares and Tranche B Shares	Maximum Number after issue of the Tranche A Shares, Tranche B Shares and SPP Shares
Shares	1,175,943,605	1,252,866,682
RSUs	297,509 SY2012 unlisted restricted share units 1,128,258 2013 unlisted restricted share units 5,355,041 2014 TBV unlisted restricted share units 3,812,992 2014 RTSR unlisted restricted share units 537,507 2015 unlisted restricted share units 11,167,282 2015 ATSR unlisted restricted share units	No change.

### Regulatory Requirements for the issue of Shares

#### ASX Listing Rules

##### *ASX Listing Rule 7.1*

The Company does not wish the SPP Shares to utilise its capacity under ASX Listing Rule 7.1 to issue up to 15% in number of the existing ordinary shares in the capital of the Company without shareholder approval in any 12-month period.

Under ASX Listing Rule 7.1, certain information needs to be disclosed by the Company in connection with obtaining shareholder approval for the issue of the SPP Shares. Accordingly, the following information is disclosed:

	Information
No. of Shares issued	76,923,077
Date of Issue	12 August 2016
Issue Price	A\$0.13
Persons to whom shares will be issued	The SPP Shares are intended to be issued to shareholders of the Company who are eligible to participate in the SPP offer ( <b>Eligible Shareholders</b> ).  A shareholder may participate in the SPP if they are a registered holder of Shares with an address in Australia or New Zealand as at the record date of 7.00pm (Adelaide time) on Tuesday, 31 May 2016.

##### *ASX Listing Rule 10.11*

Pursuant to ASX Listing Rule 10.11, a "related party" of a listed company is precluded from participating in any issue of securities in a company without the prior approval of shareholders. Shareholder approval is required under ASX Listing Rule 10.11 in order to allow Directors of the Company, should they be eligible and wish to do so, to participate in the SPP.

## Extraordinary General Meeting - *Explanatory Memorandum*

Under ASX Listing Rule 10.13, certain information needs to be disclosed by the Company in connection with obtaining shareholder approval for the issue of the SPP Shares. Accordingly, the following information is disclosed:

	Information
Name of Directors	Shares may be issued to persons (or their nominees) who are the Directors of the Company and who are also Eligible Shareholders
Maximum number of shares to be issued to each Director	Each Director who is an Eligible Shareholder may be issued a maximum of 115,384 fully paid ordinary shares in the Company under the SPP
Date of Issue	12 August 2016
Issue Price	A\$0.13
Ranking	Equally with all other existing fully paid ordinary shares from the date of issue.
Use of proceeds	The funds raised by the issue of the SPP Shares to the Directors will be used by the Company for accelerated development, transaction costs and working capital to target bolt-on acquisitions and other general corporate purposes.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Extraordinary General Meeting.

### ASX waiver

#### *ASX Listing Rule 7.3.8*

ASX Listing Rules 7.3.8 and 14.11 provide that the notice of meeting must include a statement to the effect that any person who may participate in the SPP (and who is intending to do so) must not vote on Resolution 3. As the Company is intending to make offers under the SPP to all Eligible Shareholders then no person who may participate in the SPP would be able to vote on Resolution 3 to approve the issue of shares under the SPP. In these circumstances, ASX has granted the Company a waiver from ASX Listing Rule 7.3.8 so that any person who may participate in the SPP may vote on Resolution 3.

### Directors Recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 3. Each of the Directors who are shareholders of the Company but who are not participating in the SPP intend to vote in favour of Resolution 3.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 3.

Yours sincerely



Michael Hannell  
Chairman

*Dated: 7 June 2016*

## Extraordinary General Meeting - Explanatory Memorandum

### Definitions

*The following definitions are used in this Explanatory Memorandum:*

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means Australian Stock (Securities) Exchange Limited (ACN 008 624 691).

**ASX Listing Rules** means the Official Listing Rules of the ASX.

**Company** or **Sundance** means Sundance Energy Australia Limited (ABN 76 112 202 883).

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company from time to time.

**Eligible Shareholders** means shareholders of the Company who are eligible to participate in the SPP offer.

**Extraordinary General Meeting** means the extraordinary general meeting of the Company to be held at Minter Ellison Boardroom, Level 10, 25 Grenfell Street, Adelaide, South Australia at 10.00am (Adelaide time) on Tuesday, 12 July 2016, to which this Explanatory Memorandum relates.

**Notice of Extraordinary General Meeting** means the notice dated 10 June 2016 concerning the Extraordinary General Meeting (of which this Explanatory Memorandum forms part).

**Resolutions** means the resolutions proposed in the Notice of Extraordinary General Meeting.

**RSU** means a restricted share unit.

**Share** means a fully paid ordinary share in the capital of the Company.

**Share Registry** means Computershare Investor Services Pty Limited (ABN 48 078 279 277).

**Shareholder Approval** means approval of shareholders in accordance with Resolution 2 in the Notice of Extraordinary General Meeting.

**SPP** means Share Purchase Plan.

**SPP Shares** means shares issued to Eligible Shareholders under the SPP.

**Tranche A Shares** means the 62,802,000 Shares issued to sophisticated, professional or institutional investors which the Company is permitted to issue under ASX Listing Rule 7.1 without shareholder approval.

**Tranche B Shares** means up to a maximum of 552,600,000 Shares (if any) proposed to be issued to all sophisticated, professional or institutional investors in excess of the 15% limit specified in ASX Listing Rule 7.1 which the Company is permitted to issue subject to Shareholder Approval being obtained.



## Lodge your vote:

  **Online:**  
[www.investorvote.com.au](http://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](http://www.intermediaryonline.com)

**For all enquiries call:**  
(within Australia) 1300 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form

  <p><b>Vote online 24 hours a day, 7 days a week</b></p> <ul style="list-style-type: none"> <li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li> <li>• Follow the instructions on the secure website to vote.</li> </ul>	
<p><b>Your access information that you will need to vote:</b></p> <p><b>Control Number:</b></p> <p><b>SRN/HIN:</b></p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

 **For your vote to be effective it must be received by 10:00am (Adelaide time) Sunday 10 July 2016**

## How to Vote on Items 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 each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an 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](http://www.investorcentre.com) under the help tab, "Printable 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** ➔

☐

**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.

# Proxy Form

Please mark ☐ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Sundance Energy Australia 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, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Sundance Energy Australia Limited to be held at Minter Ellison Boardroom, Level 10, 25 Grenfell Street, Adelaide, South Australia on Tuesday, 12 July 2016 at 10:00am (Adelaide time) and at any adjournment or postponement of that meeting.

## STEP 2 Items 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.

### ORDINARY BUSINESS

	For	Against	Abstain
1. Ratification of the issue of the Tranche A Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of the proposed issue of the Tranche B Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of the proposed issue of the SPP Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## 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 / /