

10 June 2016

ASX Limited
Company Announcements
Level 4, 20 Bridge Street
SYDNEY NSW 2000

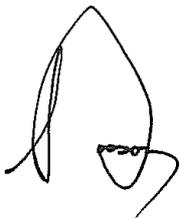
Dear Sir/Madam

RE: NOTICE OF GENERAL MEETING, EXPLANATORY STATEMENT & PROXY FORM

We advise that the Company's Notice of General Meeting, Explanatory Statement and Proxy Form were despatched to Shareholders today.

We attach a copy of the Notice of General Meeting, Explanatory Statement and Proxy Form.

Yours faithfully
SUN RESOURCES NL



Craig Basson
Company Secretary





SUN RESOURCES NL

ABN 69 009 196 810

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

12 July 2016

Time of Meeting

11.00am AWST

Place of Meeting

BDO

38 Station Street

Subiaco, Western Australia

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- A. Notice of General Meeting
- B. Explanatory Statement
- C. Proxy Form
- D. Appointment of Corporate Representative Form

IMPORTANT NOTE

This booklet sets out information to assist Shareholders assess the resolutions to be considered at the General Meeting.

You should read this information carefully and in its entirety before making a decision as to how to vote at the Meeting. No responsibility is taken for the contents of this booklet by ASIC, ASX or any of their officers.

If you do not fully understand the contents of this information you should consult your financial or legal adviser for assistance.

A Notice of General Meeting, Explanatory Statement, Proxy Form and Appointment of Corporate Representative Form are included in this booklet. Shareholders are urged to complete and return the enclosed Proxy Form as soon as possible, irrespective of whether or not they intend to attend the Meeting.

QUESTIONS

If you have any queries regarding the contents of this booklet or in relation to the General Meeting, please contact the Company Secretary, Mr Craig Basson, on (+618) 9321 9886.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders of Sun Resources NL will be held on:

12 July 2016 commencing at 11.00am AWST.

at:

BDO
38 Station Street
Subiaco, Western Australia

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 11.00am AWST.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company Secretary, Mr Craig Basson on facsimile number (+618) 9321 8161; or
- deliver to the Company Secretary at Level 2, 30 Richardson Street, West Perth, Western Australia; or
- post to PO Box 1786, West Perth, Western Australia, 6872; or
- send by email to admin@sunres.com.au,

so that it is received not later than 11.00am AWST on the 10 July 2016.

Your Proxy Form is enclosed

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Sun Resources NL will be held on the 12 July 2016 at 11.00am AWST, at the offices of BDO, 38 Station Street, Subiaco, Western Australia.

The following resolutions are to be considered at the Meeting. These resolutions are discussed in the Explanatory Statement which forms part of this notice.

AGENDA

ORDINARY BUSINESS

1. RATIFICATION OF ISSUE OF SHARES

To consider and, if thought fit, pass the following as an Ordinary Resolution:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, the issue and allotment of 221,220,795 ordinary shares for services and 300,000,000 ordinary shares for cash be ratified."

***Voting Exclusion:** The Company will disregard any votes cast on Resolution 1 by or on behalf of a person who has participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

2. APPROVAL OF SHARE CONSOLIDATION

To consider and, if thought fit, pass the following as an Ordinary Resolution:

"That in accordance with, and pursuant to, section 254H(1) of the Corporations Act, the issued share capital of the Company be consolidated on the basis that every twenty five existing fully paid shares in the capital of the Company be consolidated into one fully paid ordinary share with such consolidation to take effect on the date this Resolution is approved by the Shareholders and otherwise on the terms and conditions set out in the Explanatory Statement."

EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of General Meeting.

VOTING ENTITLEMENT

Regulation 7.11.37 of the Corporations Regulations 2001 permits the Company to specify a time, not more than 48 hours before the Meeting, at which a "snap shot" of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

For the purposes of determining voting entitlements at the General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 11.00am AWST on the 10

July 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to vote at the meeting in the event of a poll.

PROXIES

A Proxy Form with related information and instructions accompanies this Notice of Meeting.

CORPORATE REPRESENTATIVE

If a representative of a Shareholder corporation is to attend the Meeting the attached Appointment of Corporate Representative Form should be completed and produced prior to the Meeting commencing.

Dated 10 June 2016.

By order of the Board of Directors.



Craig Basson
Company Secretary

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting to be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia on the 12 July 2016 commencing at 11.00am AWST.

The purpose of the General Meeting is to seek Shareholder approval in relation to the following matters:

- ratification of issue of shares (Resolution 1); and
- consolidation of share capital (Resolution 2).

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the Resolutions.

This Explanatory Statement is an important document and should be read carefully in full by all Shareholders. The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolutions or otherwise. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES

Resolution 1 seeks Shareholder ratification for the issue of 521,220,795 Shares that the Company made during the past six months.

These Shares were issued by the Company as follows:

- 122,118,515 Shares to employees and contractors on the 14 December 2015;
- 300,000,000 Shares to LUVV Capital Management Partners Ltd on the 21 March 2016; and
- 99,102,280 Shares to employees and contractors on the 26 May 2016.

The 521,220,795 Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1 and no Shares were issued pursuant to the Company's additional 10% placement capacity pursuant to Listing Rule 7.1A.

Subject to certain exceptions, Listing Rule 7.1 restricts a Company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the Company's ordinary securities on issue at the commencement of that period without shareholder approval.

The exception to this rule contained in Listing Rule 7.4 provides an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby 'refreshing' the Company's ability to issue shares within the 15% limit, and restoring the Company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

Having obtained shareholder approval at the Company's Annual General Meeting on the 5 November 2015, the Company has an additional 10% placement capacity under Listing Rule 7.1A.

Issues of securities made under Listing Rule 7.1A can also, after they have been made, be ratified under Listing Rule 7.4. This has the effect of 'refreshing' the Company's ability to issue shares within the additional 10% limit, and restoring the Company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in this Resolution 1 have been issued within the Company's remaining combined capacity under Listing Rules 7.1 and 7.1A, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4 so that the Company's ability to issue securities under Listing Rule 7.1 and Listing Rule 7.1A will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 1:

- (a) number of Shares issued and allotted by the Company was:
 - (i) pursuant to Listing Rule 7.1: 521,220,795 Shares; and
 - (ii) pursuant to Listing Rule 7.1A: 0 Shares;
- (b) the Shares were allotted at an issue price of 0.1 cents per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank pari passu with the Company's existing Shares;
- (d) 221,220,795 Shares were issued to employees and contractors, who are not a related party of the Company for services rendered to the Company;
- (e) these Shares issued were to maximise the Company's available cash;
- (f) 300,000,000 Shares were issued to LUVV Capital Management Partners Ltd for cash;
- (g) these Shares were issued for working capital purposes; and
- (h) a voting exclusion statement is included in the Notice.

RESOLUTION 2 – CONSOLIDATION OF SHARE CAPITAL

2.1 Background

The purpose of Resolution 2 is to enable the Company to consolidate its Shares into a smaller number. Section 254H of the Corporations Act allows a company to convert all or any of its shares into a smaller number by way of resolution of the members. As at the date of this Notice, the Company's current share and option capital is as follows:

- (a) There are 5,968,624,433 Shares on issue and currently 3,433 Shareholders who hold these Shares in the Company; and
- (b) unlisted Options are as follows:

	Number of Options	Exercise Price	Expiry Date
	65,000,000	\$0.001	30 April 2017
	75,000,000	\$0.001	30 April 2017
	285,000,000	\$0.0015	17 August 2018
TOTAL	425,000,000		

There are 258,586,308 listed Options with an exercise price of \$0.025 and an expiry date of 30 September 2017.

The Board believes that in addition to making the Company more attractive to potential investors, the consolidation may also have future potential cost saving benefits in terms of administrative costs.

2.2 Fractional Entitlements

With respect to fractional entitlements, where a Shareholding is not a multiple of 25, which would result in a fraction of a Share following the proposed share consolidation, it is proposed that those Shareholders shall be issued, for no consideration, the additional fraction of the Shares necessary to increase the holding to the next whole number after the share consolidation.

2.3 Effect on shareholdings

As at the date of this Notice of Meeting there are 5,968,624,433 Shares on issue. The proposed consolidation will have the effect of reducing the number of Shares on issue to approximately (allowing for rounding) 238,744,977 Shares. The consolidation will only have an effect on the number of Shares held by Shareholders. Shareholders proportionate interest in the Company's Share capital will remain unchanged by the consolidation.

2.4 Effect on Option holders

As at the date of this Notice of Meeting there are 425,000,000 unlisted Options and 258,586,308 listed Options on issue. The proposed consolidation will have the effect of reducing the number of Options on issue to approximately (allowing for rounding) 17,000,000 unlisted Options and 10,343,452 listed Options. The consolidation will only have an effect on the number of Options held by Optionholders. Optionholders' proportionate interest in the Company's Option capital will remain unchanged by the consolidation.

Listing Rule 7.22.1 also provides that in a consolidation of capital any Options on issue must be consolidated in the same ratio as the ordinary Share capital on issue and the exercise price of any Options on issue must be amended in inverse proportion to that ratio.

Therefore the Options on issue at the date of the consolidation will also be consolidated on the basis that every 25 Options will be consolidated into 1 Option and the exercise price of each Option will be amended so that it is 25 times greater than the original exercise price.

Set out in the tables below is the effect of the consolidation on the number of Options and exercise price of those Options:

	Number of Options currently on issue	Pre-consolidation Exercise Price of Options	Expiry Date of Options	Post-Consolidation Number of Options	Post-Consolidation Exercise Price of Options
	65,000,000	\$0.001	30 April 2017	2,600,000	\$0.025
	75,000,000	\$0.001	30 April 2017	3,000,000	\$0.025
	258,586,308	\$0.025	30 September 2017	10,343,452	\$0.625
	285,000,000	\$0.0015	17 August 2018	11,400,000	\$0.0375
TOTAL	683,586,308			27,343,452	

2.5 Holding Statements

From the date of the consolidation all holding statements for Shares and Options will cease to have any effect, except as evidence of entitlement to a certain number of Shares and/or Options on a post-consolidation basis. After the consolidation becomes effective, the Company will arrange for new holding statements to be issued to Shareholders. It is the responsibility of each Shareholder to check the number of Shares and or Options held prior to disposal.

2.6 Timetable

The proposed timetable for the consolidation is as follows:

Event	Date
Snapshot date for eligibility to vote at the Extraordinary General Meeting	11:00am (AWST) 10 July 2016
Approval of consolidation at General Meeting	11:00am (AWST) 12 July 2016
Last day for trading in pre-consolidation Shares	13 July 2016
Trading in post-consolidation Shares on a deferred settlement basis begins	14 July 2016
Last day for entity to register transfers on a pre-consolidation of basis	15 July 2016
First day for entity to register shares on a post-consolidation basis and to send shareholder notice	18 July 2016
Last day for entity to register shares on a post consolidation basis and to send shareholder notice	22 July 2016
Deferred settlement market ends	22 July 2016

3. GLOSSARY

In the Notice of Meeting and this Explanatory Statement:

- (a) "ASIC" means Australian Securities & Investments Commission.
- (b) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (c) "AWST" and "WST" mean Australian Western Standard Time.
- (d) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (e) "Company" means Sun Resources NL ABN 69 009 196 810.
- (f) "Constitution" means the constitution of the Company.
- (g) "Corporations Act" means the *Corporations Act 2001* (Cth).
- (h) "Director" means a director of the Company.
- (i) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (j) "General Meeting" or "Meeting" means the General Meeting of the Company the subject of the Notice of Meeting.
- (k) "Listing Rules" means the Listing Rules of the ASX.
- (l) "Meeting Date" means the date of the meeting the subject of the Notice.
- (m) "Notice" or "Notice of Meeting" means this notice of General Meeting.
- (n) "Option" means an option to acquire a Share.
- (o) "Ordinary Resolution" means a resolution passed by more than 50% of the votes cast at a General Meeting of shareholders.
- (p) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (q) "Resolution" means a resolution contained in this Notice of Meeting.
- (r) "Share" means a fully paid ordinary share in the capital of the Company.
- (s) "Shareholder" means a shareholder of the Company.

Lodge your vote:



By Mail:

Sun Resources NL
PO Box 1786
WEST PERTH WA 6872

Alternatively you can fax your form to
(within Australia) 08 9321 8161
(outside Australia) + 61 8 9321 8161

For all enquiries call:

(within Australia) 08 9321 9886
(outside Australia) + 61 8 9321 9886

By Email:

Email a PDF of your completed proxy form to
the Company Secretary, Mr Craig Basson, at the following email
address: admin@sunres.com.au

Proxy Form



For your vote to be effective it must be received by 11.00am AWST, 10 July 2016

How to Vote on Items of Business

Signing Instructions for Postal Forms

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 as they choose. 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 security holder of the Company.

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

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

Power of Attorney: If you have not already lodged a Power of Attorney with the Share 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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate security holder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Corporate Representative" prior to admission. A form of the certificate is attached to the back of this notice.

Comments and 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.

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the Meeting, i.e. no later than 11.00am AWST on the 10 July 2016. Any Proxy Form received after that time will not be valid for the scheduled meeting.

- **This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 2, 30 Richardson Street, West Perth, Western Australia, 6005 or PO Box 1786, West Perth, Western Australia, 6872 or sent by facsimile to the registered office on (+618) 9321 8161 or emailed to the Company Secretary, Mr Craig Basson, at the following email address: admin@sunres.com.au**

Please mark to indicate your directions

PROXY FORM

Shareholder Details

Name: _____
 Address: _____
 Contact Telephone No: _____
 Contact Name (if different from above): _____

Appoint A Proxy to Vote on Your Behalf

I/We being a shareholder/s of Sun Resources NL 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 person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and 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 General Meeting of Members of Sun Resources NL to be held at the office of BDO, 38 Station Street, Subiaco, Western Australia, on the 12 July 2016 at 11.00am AWST and at any adjournment of that meeting.

IMPORTANT INFORMATION IF APPOINTING THE CHAIRMAN AS YOUR PROXY

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called.

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

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.

	For	Against	Abstain*
Resolution 1 – Ratification of issue of shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of consolidation of share capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appointment of a second proxy

If you wish to appoint a second proxy, state the % of your voting rights applicable to the proxy appointed by this form

 %

Signature of Security holder (s)

This section must be completed

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Daytime Telephone: _____ Date: ____/____/____

Appointment of Corporate Representative Form

Shareholder Details

This is to certify that by a resolution of the Directors of:

(Company)

(Insert name of shareholder company)

The Company has appointed:

(Authorised corporate representative)
--

(Insert name of corporate representative)

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the General Meeting of Sun Resources NL to be held on the 12 July 2016 at 11.00am AWST and at any adjournments of that meeting.

DATED

.....2016

Please sign here

Executed by the Company

in accordance with its constituent documents

Signed by authorised representative

Signed by authorised representative

Name of authorised representative (print)

Name of authorised representative (print)

Position of authorised representative (print)

Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (eg Director) of each Company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. The certificate must be produced prior to admission to the Meeting. This certificate may be sent or delivered to the Company's registered office at Level 2, 30 Richardson Street, West Perth, Western Australia, 6005 or PO Box 1786, West Perth, Western Australia, 6872 or sent by facsimile to the registered office on (+618) 9321 8161 or send by email to admin@sunres.com.au