

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000.

Name of entity

SUN RESOURCES NL

ACN, ARBN or ARSN

69 009 196 810

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | ORDINARY SHARES
UNLISTED OPTIONS |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 4,364,706 ORDINARY SHARES
3,710,000 UNLISTED OPTIONS |
| 3 | Principal terms of the +securities (e.g., if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | 4,364,706 ORDINARY SHARES ON STANDARD TERMS AND CONDITIONS.
3,710,000 UNLISTED OPTIONS EXERCISABLE AT 2.5 CENTS EACH ON OR BEFORE 31 MARCH 2014. |
| 4 | Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> the date from which they do the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | YES, THE NEW SHARES WILL RANK EQUALLY WITH EXISTING FULLY PAID ORDINARY SHARES.

FOR FULL DETAILS, PLEASE REFER TO NOTICE OF GENERAL MEETING, EXPLANATORY STATEMENT AND PROXY FORM LODGED ON 21 NOVEMBER 2011 AND SUBSEQUENTLY APPROVED BY SHAREHOLDERS ON THE 22 DECEMBER 2011. |
| 5 | Issue price or consideration | NIL |

Sun Resources NL

ABN 69 009 196 810

6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets).	PROGRESSIVE ISSUE OF ACQUISITION SECURITIES ISSUED TO NOMINEES OF CARINA ENERGY LLC AS PART CONSIDERATION FOR THE ACQUISITION OF THE DELTA OIL PROJECT.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	18 MAY 2012.	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number 1,136,562,104	+Class ORDINARY SHARES.
9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		1,000,000	UNLISTED OPTIONS AT 20 CENTS EACH EXPIRING 1 FEBRUARY 2013.
		1,300,000	UNLISTED OPTIONS AT 12 CENTS EACH EXPIRING 6 JANUARY 2014.
		71,735,000	UNLISTED OPTIONS AT 2.5 CENTS EACH EXPIRING 31 MARCH 2014.
		4,650,000	UNLISTED OPTIONS AT 3.6 CENTS EACH EXPIRING 16 NOVEMBER 2014.
		20,000,000	UNLISTED OPTIONS AT 3.6 CENTS EACH EXPIRING 16 NOVEMBER 2014.
		57,037,500	CLASS B PERFORMANCE OPTIONS AT 0.1 CENTS EACH EXPIRING 30 APRIL 2013.
		30,420,000	CLASS C PERFORMANCE OPTIONS AT 0.1 CENTS EACH EXPIRING 30 APRIL 2013.
		49,432,500	CLASS D PERFORMANCE OPTIONS AT 0.1 CENTS EACH EXPIRING 31 OCTOBER 2013.
		49,432,500	CLASS E PERFORMANCE OPTIONS AT 0.1 CENTS EACH EXPIRING 30 APRIL 2017.

	57,037,500	CLASS F PERFORMANCE OPTIONS AT 0.1 CENTS EACH EXPIRING 30 APRIL 2017.
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	NO CHANGE	

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the ⁺ securities will be offered	N/A
14	⁺ Class of ⁺ securities to which the offer relates	N/A
15	⁺ Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A
18	Names of countries in which the entity has ⁺ security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	N/A
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	N/A
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do ⁺ security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	⁺ Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

(If the additional securities do not form a new class, go to 43)

Tick to indicate you are providing the information or documents

35 The names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders

36 A distribution schedule of the additional +securities setting out the number of holders in the categories
 1 - 1,000
 1,001 - 5,000
 5,001 - 10,000
 10,001 - 100,000
 100,001 and over

37 A copy of any trust deed for the additional +securities

(now go to 43)

Entities that have ticked box 34(b)

38 Number of securities for which +quotation is sought

N/A

39 Class of +securities for which quotation is sought

N/A

40 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?

 If the additional securities do not rank equally, please state:
 • the date from which they do
 • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment
 • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment

N/A

41 Reason for request for quotation now

 Example: In the case of restricted securities, end of restriction period

 (if issued upon conversion of another security, clearly identify that other security)

N/A

	Number	+Class
42 Number and +class of all +securities quoted on ASX (including the securities in clause 38)	N/A	

(now go to 43)

All entities

Fees

43 Payment method (tick one)

Cheque attached

Electronic payment made

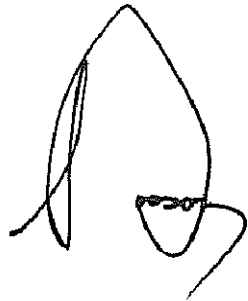
Note: Payment may be made electronically if Appendix 3B is given to ASX electronically at the same time.

Periodic payment as agreed with the home branch has been arranged

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX’s absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant to ASX that the issue of the +securities to be quoted complies with the law and is not for an illegal purpose, and that there is no reason why those +securities should not be granted +quotation. We warrant to ASX that an offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) of the Corporations Law.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.



Sign here: Date: 24 May 2012.
(Company Secretary)

Print name: **CRAIG BASSON**