

14 December 2015

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

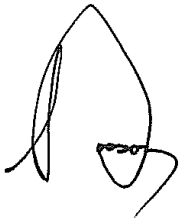
Dear Sir/Madam

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.

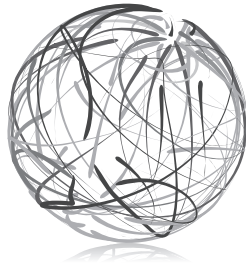
We attach a copy of the Notice of General Meeting, Explanatory Statement and Proxy Form.

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

Wednesday 13 January 2016

Time of Meeting

11.00 am AWST

Place of Meeting

BDO

38 Station Street

Subiaco, Western Australia

CONTENTS

- 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 to 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 (08) 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:

Wednesday 13 January 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 6005; 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 Monday 11 January 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 Wednesday 13 January 2016 at 11.00am AWST, at the office of BDO, 38 Station Street, Subiaco, Western Australia.

The following Resolutions are to be considered at the Meeting. The Resolutions are discussed in the Explanatory Statement which forms part of this Notice of General Meeting.

AGENDA

ORDINARY BUSINESS

1. RATIFICATION OF PRIOR ISSUE OF SHARES TO VARIOUS INVESTORS

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 954,369,890 Shares at between 0.10 cents and 0.16 cents each to various sophisticated and professional investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: *The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any of their associates. 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 ISSUE OF SHARES TO PROF. IAN PLIMER

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of 30,000,000 Shares at 0.1 cents each to Prof. Ian Plimer (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: *The Company will disregard any votes cast on Resolution 2 by Prof. Plimer and any of his associates. 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.*

3. APPROVAL OF ISSUE OF SHARES TO MR MATTHEW BATTRICK

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of 52,500,000 Shares at 0.1 cents each to Mr Matthew Battrick (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: *The Company will disregard any votes cast on Resolution 3 by Mr Battrick and any of his associates. 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.*

4. APPROVAL OF ISSUE OF SHARES TO DR WOLF MARTINICK

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the issue of 25,000,000 Shares at 0.1 cents each to Dr Wolf Martinick (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: *The Company will disregard any votes cast on Resolution 4 by Dr Martinick and any of his associates. 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.*

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 Monday, 11 January 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 the 8th day of December 2015.

By order of the Board of Directors.

A handwritten signature in black ink, appearing to read 'Craig Basson', with a stylized flourish at the end.

Craig Basson
Company Secretary

EXPLANATORY STATEMENT

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the General Meeting to be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia on Wednesday, 13 January 2016 commencing at 11.00am AWST.

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

- the ratification of an issue of Shares which was completed on 9 November 2015 (Resolution 1); and
- the issue of Shares to the Directors of the Company, being Prof. Ian Plimer, Mr Matthew Battrick and Dr Wolf Martinick in payment of their Directors' fees and executive remuneration (Resolutions 2, 3 and 4).

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.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES

2.1 Introduction

On 29 June 2015 and 9 November 2015, the Company issued 954,369,890 Shares to various sophisticated and professional investors to raise a total of \$1,107,592. Of those Shares:

- (a) 533,055,810 were issued without Shareholder approval under ASX Listing Rule 7.1; and
- (b) 421,314,080 were issued pursuant to the Company's 10% annual placement capacity under ASX Listing Rule 7.1A.

Resolution 1 seeks Shareholder ratification of the Shares issued without Shareholder approval and the Shares issued pursuant to the Company's annual placement capacity, pursuant to ASX Listing Rule 7.4.

2.2 ASX Listing Rule 7.4

Subject to certain exceptions, ASX 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.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. This rule provides that where a company in general meeting ratifies the previous issue of securities made without shareholder approval under Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1, 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.

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior approval of shareholders under Listing Rule 7.1, a company that is eligible and obtains shareholder approval under Listing Rule 7.1A may issue or agree to issue during the 12 month period the approval is valid for, up to 10% of the Company's ordinary securities on issue at the commencement of 12 month period.

Having obtained Shareholder approval at the Company's Annual General Meeting on 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 be ratified under Listing Rule 7.4. This has the effect of 'refreshing' the Company's ability to issue securities 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.

2.3 Information required by ASX Listing Rule 7.5

ASX Listing Rule 7.5 sets out a number of matters which must be included in a Notice of Meeting seeking an approval under Listing Rule 7.4.

For the purposes of Listing Rule 7.4, the following information is provided to allow Shareholders to assess the ratification of the issue of the Shares the subject of Resolution 1:

- (a) the total number of securities issued by the Company was 954,369,890 Shares, comprising:
 - (i) 533,055,810 Shares issued pursuant to Listing Rule 7.1; and
 - (ii) 421,314,080 Shares issued pursuant to Listing Rule 7.1A;
- (b) the dates and the prices the Shares were issued on and at were as follows:

Date	Number	Price	Capacity
29 June 2015	255,369,890	0.16 cents	LR 7.1A
9 November 2015	165,944,190	0.10 cents	LR 7.1A
9 November 2015	533,055,810	0.10 cents	LR7.1

- (c) the Shares were ordinary shares in the capital of the Company and ranked equally in all respects with the ordinary shares then on issue in the Company;
- (d) the Shares were issued to various sophisticated and professional investors who are predominately clients of Bell Potter Securities and other stockbroking firms (and who are not related parties of the Company);

- (e) the issue of the Shares raised \$1,107,592 which has been, or will be, used by the Company as follows:
 - (i) for planning and optimisation of the proposed multi-stage fracking operation at Jack Howe #1H well in the Normangee Oil Project;
 - (ii) to fund further exploration and geological review of current projects; and
 - (iii) to provide ongoing working capital while the Company actively seeks a new joint venture partner or partners to assist in developing its portfolio of projects; and
- (f) a voting exclusion statement is included in the Notice.

2.4 Directors' recommendation

Each of the Directors intends to vote in favour of Resolution 1 and recommends that Shareholders also vote in favour of Resolution 1.

3. RESOLUTIONS 2, 3 and 4 – APPROVAL OF ISSUE OF SHARES TO DIRECTORS

3.1 Introduction

Resolutions 2, 3 and 4 seek Shareholder approval for the issue of 107,500,000 Shares at 0.1 cents each to the Directors of the Company as payment for Directors' fees and executive remuneration for the period 1 July 2015 to 31 December 2015 in satisfaction of the following amounts:

- (a) Prof. Ian Pilmer – \$30,000 for Director's fees;
- (b) Mr Matthew Battrick – \$52,500 pursuant to his executive services agreement; and
- (c) Dr Wolf Martinick – \$25,000 for Director's fees.

In order to help preserve the Company's cash reserves, the Directors have agreed to accept Shares in the Company in satisfaction of these amounts.

3.2 ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act

The Company seeks Shareholder approval for the purpose of Listing Rule 10.11 and under Chapter 2E of the Corporations Act to enable the Company to issue the Shares to the Directors.

Subject to certain exceptions, Listing Rule 10.11 restricts a company from issuing or agreeing to issue equity securities to a related party without shareholder approval. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. Section 208 of the Corporations Act provides that for a public company to give a financial benefit to a related party of that company, the public company must:

- (a) obtain the approval of members in the way set out in sections 217 to 227; and
- (b) give the benefit within 15 months after the approval.

For the purpose of this Meeting and in accordance with section 228 of the Corporations Act a related party of the Company includes:

- (a) a Director (or person who has been a Director within the last 6 months); and
- (b) an entity controlled by a Director (or person who has been a Director within the last 6 months).

Accordingly, Resolutions 2, 3 and 4 also seek Shareholder approval for the issue the Shares to the Directors for the purposes of Chapter 2E of the Corporations Act.

3.3 Information required by ASX Listing Rule 10.13 and section 219 of the Corporations Act

In accordance with the requirements of Listing Rule 10.13 and Chapter 2E of the Corporations Act, the following information is provided to Shareholders to allow them to assess the issue of the Shares the subject of Resolutions 2, 3 and 4:

- (a) the Shares are to be issued to Prof. Ian Plimer, Mr Matthew Battrick and Dr Wolf Martinick (or their nominees), all being Directors of the Company;
- (b) the total number of Shares to be issued to each Director is as follows:
 - (i) Prof. Plimer – 30,000,000 Shares;
 - (ii) Mr Battrick – 52,500,000 Shares; and
 - (iii) Dr Martinick – 25,000,000 Shares.
- (c) the Company will issue and allot the Shares no later than 1 month after the date of the Meeting (or such longer period as ASX may, in its discretion, allow);
- (d) the Shares will be issued at 0.1 cents each, meaning the total value of the Shares issued to each Director will be as follows:
 - (i) Prof. Ian Plimer – \$30,000;
 - (ii) Mr Matthew Battrick – \$52,500; and
 - (iii) Dr Wolf Martinick – \$25,000.
- (e) the Shares will be ordinary shares in the capital of the Company and will rank equally in all respects with the ordinary shares on issue in the Company;
- (f) no funds will be raised through the issue of the Shares as they are being issued in satisfaction of amounts which are due by the Company to the Directors for Directors' fees and executive remuneration;
- (g) a voting exclusion is included in the Notice;
- (h) Prof. Plimer has an interest in Resolution 2 and therefore believes it inappropriate to make a recommendation. The other Directors who do not have an interest in the outcome of Resolution 2 recommend that Shareholders vote in favour of Resolution 2;
- (i) Mr Battrick has an interest in Resolution 3 and therefore believes it inappropriate to make a recommendation. The other Directors who do not have an interest in the outcome of Resolution 3 recommend that Shareholders vote in favour of Resolution 3;

(j) Dr Martinick has an interest in Resolution 4 and therefore believes it inappropriate to make a recommendation. The other Directors who do not have an interest in the outcome of Resolution 4 recommend that Shareholders vote in favour of Resolution 4;

(k) the current holdings (direct and indirect) of the Directors are as follows:

Name	Shares	Options
Prof. Ian Plimer	18,750,000	35,000,000
Mr Matthew Battrick	30,821,690	50,029,411
Dr Wolf Martinick	54,000,000	35,000,000

(l) the dilutionary effect from the issue of the Shares to the Directors will be as follows:

- (i) Prof. Plimer – 0.56% (or 0.50% on a fully diluted basis);
- (ii) Mr Battrick – 0.99% (or 0.87% on a fully diluted basis); and
- (iii) Dr Martinick – 0.47% (or 0.42% on a fully diluted basis); and

(m) the Directors have received the following fees from the Company in each of the last two financial years:

Name	Year ended 30 June 2014	Year ended 30 June 2015
Prof. Ian Plimer	\$45,178	\$60,000
Mr Matthew Battrick	\$376,343	\$390,000
Dr Wolf Martinick	\$53,767	\$50,000

(n) in the twelve months before the date of this Notice, the highest, lowest and last trading price of the Shares on ASX were as follows:

	Price	Date
Highest	0.7 cents	20 November 2014
Lowest	0.1 cents	8 December 2015
Last	0.1 cents	8 December 2015

(o) the Shares are being issued to the Directors in satisfaction of amounts which are owed by the Company for Directors' fees and executive remuneration. Further, the Shares are being issued at the same price as those issued to sophisticated and professional investors pursuant to Resolution 1. As such, the Directors of the Company do not consider there are any significant opportunity costs to the Company or benefits forgone by the Company in issuing the Shares to the Directors;

(p) other than the information above and otherwise contained in this Explanatory Statement, the Company believes that there is no other information that would reasonably be required by the Shareholders to pass Resolutions 2, 3 and 4.

3.4 Directors' recommendation

The Directors' recommendations in relation to Resolutions 2, 3 and 4 are set out in sections 3.3(h) to (j) above.

4. GLOSSARY

In the Notice of Meeting and this Explanatory Statement:

- (a) "ASIC" means Australian Securities & Investments Commission.
- (b) "ASX" means the Australian Securities Exchange operated by ASX Limited.
- (c) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (d) "AWST" means Australian Western Standard Time, being the time in Perth, Western Australia.
- (e) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (f) "Chairman" or "Chairperson" means the person appointed to chair the Meeting.
- (g) "Company" means Sun Resources NL ABN 69 009 196 810.
- (h) "Constitution" means the constitution of the Company.
- (i) "Corporations Act" means the *Corporations Act 2001* (Cth).
- (j) "Director" means a Director of the Company and, where the context so requires, includes a former Director of the Company.
- (k) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (l) "General Meeting" or "Meeting" means the General Meeting of the Company the subject of the Notice of Meeting.
- (m) "Notice" or "Notice of Meeting" means this notice of General Meeting.
- (n) "Option" means an option to acquire a Share.
- (o) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (p) "Resolution" means a resolution contained in this Notice of Meeting.
- (q) "Share" means fully paid ordinary share in the capital of the Company.
- (r) "Shareholder" means a holder of Shares.

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

Proxy Form



For your vote to be effective it must be received by 11.00am Monday, 11 January 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 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.

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 Monday, 11 January 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, WA, 6005 or PO Box 1786, West Perth, WA, 6872, sent by facsimile to the registered office on (08) 9321 8161 or sent by email to admin@sunres.com.au.

Signing Instructions for Postal Forms

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.

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

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 Members of Sun Resources NL to be held at the office of BDO, 38 Station Street, Subiaco, Western Australia, on Wednesday 13 January 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 Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of Issue of Shares to Prof. Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of Issue of Shares to Mr Matthew Battrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Issue of Shares to Dr Wolf Martinick	<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 Wednesday 13 January 2016 at 11.00am AWST and at any adjournments of that meeting.

DATED ____ / ____ / ____

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 appointer Company and the name or position of the appointee (e.g. "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 (e.g. 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, WA, 6005 or PO Box 1786, West Perth, WA, 6872, sent by facsimile to the registered office on (08) 9321 8161 or sent by email to admin@sunres.com.au.

