

5 October 2012

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


Dear Sir/Madam

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

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

We attach a copy of the Notice of Annual 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 ANNUAL GENERAL MEETING**

### **EXPLANATORY STATEMENT**

**AND**

### **PROXY FORM**

**Date of Meeting**

Thursday, 8 November 2012

**Time of Meeting**

11.00am AWST

**Place of Meeting**

BDO  
38 Station Street  
Subiaco, Western Australia

## **CONTENTS**

- A. Notice of Annual General Meeting
- B. Explanatory Statement
- C. Proxy Form

## **IMPORTANT NOTE**

This booklet sets out information to assist Shareholders to assess the resolutions to be considered at the Annual 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 Annual 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 Annual General Meeting, please contact the Company Secretary, Mr Craig Basson, on (08) 9345 4100.

## **ELECTRONIC COPIES OF COMPANY REPORT**

The Company Annual Report is now available on the Sun Resources NL website [www.sunres.com.au](http://www.sunres.com.au).

## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

### **VENUE**

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

Thursday, 8 November 2012 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 Annual General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company Secretary, Mr Craig Basson on facsimile number (+618) 9345 4541; or
- deliver to the Company Secretary at 5 Bendsten Place, Balcatta, Western Australia; or
- post to PO Box 332, Greenwood, Western Australia, 6924; or
- send by email to [proxies@ricgroup.com.au](mailto:proxies@ricgroup.com.au),

so that it is received not later than 11.00am AWST on Tuesday, 6 November 2012.

**Your Proxy Form is enclosed**

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Sun Resources NL will be held on Thursday, 8 November 2012 at 11.00am AWST, at the office of BDO, 38 Station Street, Subiaco, Western Australia.

The following matters are to be considered at the meeting and Resolutions 1 to 4 inclusive are discussed in the Explanatory Statement to Shareholders which forms part of this notice.

### AGENDA

#### ORDINARY BUSINESS

**1. Financial Statements**

To receive and consider the Annual Financial Statements, together with the Directors' and Auditor's reports, for the financial year ended 30 June 2012.

**2. Resolution 1 - Remuneration Report**

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

That, for all purposes, the Directors' and Executives' Remuneration Report that forms part of the Directors' Report for the financial year ended 30 June 2012, be approved.

**3. Resolution 2 - Re-election of Director – Mr John Damian Kenny**

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

That, for all purposes, Mr John Damian Kenny, who retires from the office of Director in accordance with ASX Listing Rule 14.4 and Article 16.3(a) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company.

**4. Resolution 3 - Re-election of Director – Mr Damian Kestel**

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

That, for all purposes, Mr Damian Kestel, who retires from the office of Director in accordance with ASX Listing Rule 14.4 and Article 16.3(a) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company.

**5. Resolution 4 - Approval of 10% Placement Facility**

To consider and, if thought fit, pass the following as a Special Resolution:

That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) or 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.*

**6. Other Business**

To transact any other business that may be brought forward in accordance with the Company's Constitution.

## **EXPLANATORY STATEMENT**

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual 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 Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 11:00am AWST on Tuesday, 6 November 2012. 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 at Perth this 2<sup>th</sup> day of October 2012

By order of the Board of Directors



Craig Basson  
Company Secretary

## **EXPLANATORY STATEMENT**

### **INTRODUCTION AND BACKGROUND**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Sun Resources NL.

Shareholders at the Annual General Meeting will be asked to consider resolutions:

- (a) to receive the Annual Financial Statements;
- (b) to adopt the Remuneration Report;
- (c) to re-elect Mr John Damian Kenny and Mr Damian Kestel as Directors of the Company; and
- (d) to approve the 10% Placement Facility.

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting to be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia on Thursday, 8 November 2012 commencing at 11.00am AWST.

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.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether to support the resolutions or otherwise.

### **1. FINANCIAL STATEMENTS**

The Company seeks approval to receive and consider the financial statements for the year ended 30 June 2012 together with the Directors' Declaration and the reports of the Directors and Auditors.

Shareholders are referred to the Annual Report and more particularly to the Independent Audit Report on pages 72 and 73 where the Independent Auditors advise that the financial report of the Company is in accordance with the Corporations Act 2001 and other mandatory financial reporting requirements in Australia.

### **2. RESOLUTION 1 - REMUNERATION REPORT**

This Resolution seeks the adoption of the Remuneration Report.

Shareholders are referred to the Annual Report which incorporates the Remuneration Report. The Remuneration Report sets out the remuneration details for each Director and specified executives of the Company. Further details of the Company's remuneration and performance evaluation policies are contained on pages 23 to 28 of the Company's 2012 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the Meeting does not bind the Directors or the Company.



Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must go up for re-election.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Directors recommend that Shareholders vote in favour of this Resolution.

### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JOHN DAMIAN KENNY**

This Resolution seeks approval to elect as a Director, Mr John Damian Kenny, who retires in accordance with the ASX Listing Rules and the Company's Constitution and being eligible, offers himself for re-election.

ASX Listing Rule 14.4 and Article 16.3(a) of the Company's Constitution provide that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual General Meeting of the Company. Mr Kenny was appointed as a Director of the Company on 1 March 2012 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the Annual Report on page 20 where details of Mr Kenny may be obtained.

Each of the other Directors intends to vote in favour of Mr Kenny's re-election. If approved by Shareholders, the appointment will take effect immediately following the end of the Annual General Meeting.

The Directors (other than Mr Kenny) recommend that Shareholders vote in favour of this Resolution.

### **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR DAMIAN KESTEL**

This Resolution seeks approval to elect as a Director, Mr Damian Kestel, who retires in accordance with the ASX Listing Rules and the Company's Constitution and being eligible, offers himself for re-election.

ASX Listing Rule 14.4 and Article 16.3(a) of the Company's Constitution provide that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual General Meeting of the Company. Mr Kestel was appointed as a Director of the Company on 1 February 2012 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the Annual Report on page 20 where details of Mr Kestel may be obtained.

Each of the other Directors intends to vote in favour of Mr Kestel's re-election. If approved by Shareholders, the appointment will take effect immediately following the end of the Annual General Meeting.

The Directors (other than Mr Kestel) recommend that Shareholders vote in favour of this Resolution.

## **5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT FACILITY**

### **5.1 Introduction**

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an eligible entity to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the eligible entity's Annual General Meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the period up to 12 months after the Meeting without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The Directors recommend that Shareholders vote in favour of this Resolution.

### **5.2 Summary of ASX Listing Rule 7.1A**

#### **(a) Equity Securities**

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. At the date of this Notice, the Company has only one class of quoted Equity Securities, being its Shares.

#### **(b) Formula for calculating 10% Placement Facility**

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an Annual General Meeting may issue or agree to issue, during the 12 month period after the date of the Annual General Meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the 12 months;

- (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (d) less the number of fully paid shares cancelled in the 12 months.

*Note that A is has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(c) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1. At the date of this Notice, the Company has a capacity to issue:

- (i) 272,141,707 Shares under Listing Rule 7.1; and
- (ii) subject to Shareholder approval being obtained under Resolution 4, 180,094,471 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 5.2(b) above).

(d) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 ASX trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 5.2(e)(i), the date on which the Equity Securities are issued.

(e) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or

- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

- (f) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting.

### 5.3 Information required by ASX Listing Rule 7.3A

ASX Listing Rule 7.3A sets out a number of matters which must be included in a notice of meeting seeking an approval under ASX Listing Rule 7.1A. The following information is provided for the purposes of Listing Rule 7.3A:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 ASX trading days immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 5.3(a)(i), the date on which the Equity Securities are issued.
- (b) If the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
  - (i) the market price for the Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

<b>Dilution</b>				
<b>Variable "A" in Listing Rule 7.1A.2</b>	<b>Issue Price (per Share)</b>	<b>50% decrease in Current Issue Price</b>	<b>Current Issue Price</b>	<b>100% increase in Current Issue Price</b>
		\$0.0325	\$0.065	\$0.130
<b>Current Variable "A"</b> 1,840,944,710 Shares	<b>10% dilution - Shares issued</b>	184,094,471 Shares	184,094,471 Shares	184,094,471 Shares
	<b>Funds raised</b>	\$5,983,070	\$11,966,141	\$23,932,281
<b>50% increase in current Variable "A"</b> 2,761,417,065 Shares	<b>10% dilution - Shares issued</b>	276,141,706 Shares	276,141,706 Shares	276,141,706 Shares
	<b>Funds raised</b>	\$8,974,605	\$17,949,211	\$35,898,422
<b>100% increase in current Variable "A"</b> 3,681,889,420 Shares	<b>10% dilution - Shares issued</b>	368,188,942 Shares	368,188,942 Shares	368,188,942 Shares
	<b>Funds raised</b>	\$11,966,141	\$23,932,281	\$47,864,562

The table has been prepared on the following assumptions:

- (i) The current issue price is \$0.065, being the closing price of the Company's Shares on ASX on 27 September 2012.
- (ii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- (iii) No Options are exercised into Shares before the date of the issue of the Equity Securities;
- (iv) The 10% dilution reflects the aggregate percentage voting dilution against the issued share capital at the time of issue. This is why the dilution is shown in each example as 10%.
- (v) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- (vi) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 4 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) as non-cash consideration for the acquisition of new resources, assets and investments (including expenses associated with such acquisitions). In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) for cash consideration in which case the Company intends to use the funds raised for accelerated drilling on the Delta Oil Project or Ameril Oil Project or

towards the acquisition of new resources, assets or investments (including expense associated with such acquisitions).

Although the Company may seek to issue Equity Securities for the acquisition of new resources, assets and investments (including expenses associated with such acquisitions), the particular resources, assets and investments which may be acquired by the Company have yet to be ascertained.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of the Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
  - (ii) alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
  - (iii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iv) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
  - (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

- (f) The Company has not previously obtained Shareholder approval under Listing Rule 7.1A.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

## 6. GLOSSARY

In the Notice of Meeting and this Explanatory Statement:-

- (a) "10% Placement Facility" has the meaning given in Section 5.1.
- (b) "10% Placement Period" has the meaning given in Section 5.2(e).
- (c) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting

- (d) "ASIC" means Australian Securities & Investments Commission.
- (e) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (f) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (g) "AWST" means Australian Western Standard Time, being the time in Perth, Western Australia.
- (h) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (i) "Chairman" means the person appointed to chair the Meeting.
- (j) "Company" means Sun Resources NL ABN 69 009 196 810.
- (k) "Corporations Act" means the Corporations Act 2001 (Cth).
- (l) "Director" means a director of the Company.
- (m) "Equity Securities" has the same meaning as in the ASX Listing Rules.
- (n) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (o) "Option" means an option which entitles the holder to subscribe for a Share in the Company.
- (p) "Key Management" means the key management personnel of the Company being the Directors of the Company and those other persons having authority for planning, directing and controlling the activities of the Company, either directly or indirectly.
- (q) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting
- (r) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (s) "Remuneration Report" means the remuneration report contained in the Company's 2012 Annual Report.
- (t) "Resolution" means a resolution contained in this Notice of Meeting.
- (u) "Share" means fully paid ordinary share in the capital of the Company.
- (v) "Shareholder" means a shareholder of the Company.

**Lodge your vote:**



**By Mail:**

Sun Resources NL  
PO Box 3332  
GREENWOOD WA 6924

Alternatively you can fax your form to  
(within Australia) 08 9345 4541  
(outside Australia) + 61 8 9345 4541

**For all enquiries call:**

(within Australia) 08 9345 4100  
(outside Australia) + 61 8 9345 4100

## Proxy Form

 **For your vote to be effective it must be received by 11:00am Tuesday 6 November 2012**

### 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.**

### 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.

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 Tuesday, 6 November 2012. 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 5 Bendsten Place, Balcatta, WA, 6021 or PO Box 332, Greenwood, WA, 6924, sent by facsimile to the registered office on (08) 9345 4541 or sent by email to proxies@ricgroup.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 Annual General Meeting Members of Sun Resources NL to be held at the office of BDO, 38 Station Street, Subiaco, Western Australia, on Thursday the 8<sup>th</sup> day of November 2012 at 11.00am AWST and at any adjournment of that meeting.

### IMPORTANT INFORMATION IF APPOINTING THE CHAIRMAN AS YOUR PROXY

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1. 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 by ticking either the "for", "against" or "abstain" box in relation to Resolution 1, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 even if Resolution 1 is connected directly or indirectly with the remuneration of the Chairman and other Key Management Personnel.

### 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 - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 - Re -election of Director – Mr John Damian Kenny	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Re -election of Director – Mr Damian Kestel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



ABN 69 009 196 810  
(Incorporated in Western Australia)

**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

%
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**Signature of Security holder (s)** *This section must be completed*

**Individual or Security Holder 1**

--

**Sole Director and  
Sole Company Secretary**

**Security Holder 2**

--

**Director**

**Security Holder 3**

--

**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:

<b>(Company)</b>
------------------

*(Insert name of shareholder company)*

The Company has appointed:

<b>(Authorised corporate representative)</b>
--

*(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 Annual General Meeting of Sun Resources NL to be held on Thursday the 8<sup>th</sup> day of November 2012 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 5 Bendsten Place, Balcatta, WA, 6021 or PO Box 332, Greenwood, WA, 6924, sent by facsimile to the registered office on (08) 9345 4541 or sent by email to proxies@ricgroup.com.au.