

2 July 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

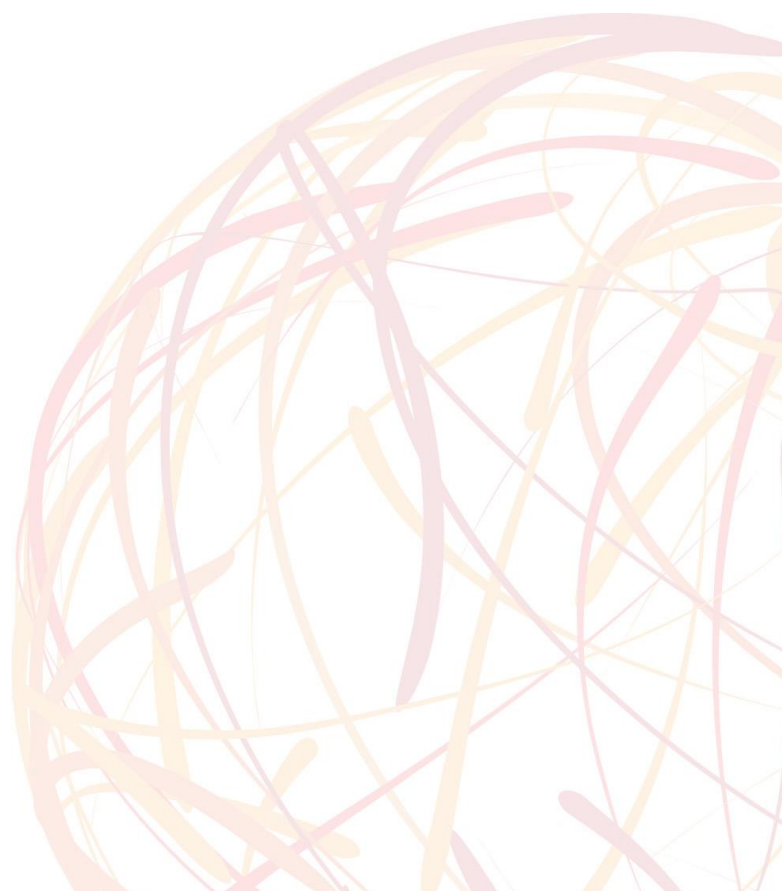
We advise that the Company's Notice of General Meeting, Explanatory Statement and Proxy Form were despatched to Shareholders today.

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

Friday 31 July 2015

Time of Meeting

11am 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:

Friday 31 July 2015 commencing at 11am 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 11am 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 proxies@ricgroup.com.au

so that it is received not later than 11am AWST on Wednesday 29 July 2015.

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 Friday 31 July 2015 at 11am 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 474,317,610 Shares at 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 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.*

2. APPROVAL OF EMPLOYEE SHARE OPTION PLAN

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

“That, for the purpose of Exception 9 of Listing Rule 7.2 and for all other purposes, approval is given for the Company’s Employee Share Option Plan and the issue of securities under the Employee Share Option Plan from time to time as an exception to Listing Rule 7.1 in accordance with the terms and conditions set out in the Explanatory Statement.”

***Voting Exclusion:** The Company will disregard any votes cast on Resolution 2 by or on behalf of any Director and any associate of a Director. 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 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 18,750,000 Shares at 0.16 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 3 by Prof. Plimer or 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 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 21,093,750 Shares at 0.16 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 4 by Mr Battrick or 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.*

5. 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 6,250,000 Shares at 0.16 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 5 by Dr Martinick or 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.*

6. APPROVAL OF ISSUE OF SHARES TO MR DAMIAN KESTEL

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 6,250,000 Shares at 0.16 cents each to Mr Damian Kestel (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 6 by Mr Kestel or 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 11am AWST on Wednesday 29 July 2015. 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 30th day of June 2015.

By order of the Board of Directors.



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 Friday 31 July 2015 commencing at 11am 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 in June 2015 (Resolution 1);
- the adoption of an Employee Share Option Plan by the Company and the subsequent issue of securities pursuant to the Plan (Resolution 2); and
- the issue of Shares to the Directors of the Company, being Prof. Ian Plimer, Mr Matthew Battrick, Dr Wolf Martinick and Mr Damian Kestel, in payment of their directors' fees and executive remuneration (Resolutions 3, 4, 5 and 6).

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 4 May 2015, the Company issued 104,687,500 Shares at 0.16 cents each to various sophisticated and professional investors. On 24 June 2015, the Company issued a further 625,000,000 Shares at 0.16 cents each to various sophisticated and professional investors. Resolution 1 seeks Shareholder ratification of all of the Shares issued in the first placement and part of the Shares issued in the second placement 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.

ASX Listing Rule 7.4 sets out an exception to ASX 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 ASX Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of ASX 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.

While the Shares described in Resolution 1 were issued within the 15% limit, 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 will be 'refreshed'. By ratifying the issue of the

Shares under ASX Listing Rule 7.4, the Company will retain the flexibility to issue equity securities in the future of up to the 15% threshold set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

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 ASX Listing Rule 7.4.

For the purposes of ASX 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 Shares issued by the Company pursuant to Listing Rule 7.1 was 474,317,610 Shares;
- (b) 104,687,500 of these Shares were issued on 4 May 2015 and 369,630,110 of these Shares were issued on 29 June 2015;
- (c) the Shares were issued at 0.16 cents each;
- (d) 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;
- (e) 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);
- (f) the issue of the Shares raised \$758,908 which 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
- (g) 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. RESOLUTION 2 – APPROVAL OF EMPLOYEE SHARE OPTION PLAN

3.1 Introduction

The Company is seeking to establish an Employee Share Option Plan (**ESOP**) for the benefit of its employees and contractors. Resolution 2 seeks Shareholder approval for the ESOP and also for the issue of securities pursuant to the ESOP for a period of three years.

3.2 ASX Listing Rule 7.2

As noted above, ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring Shareholder approval.

Listing Rule 7.2 provides certain exceptions to Listing Rule 7.1, allowing certain issues of securities to be excluded from the calculation of the number of securities issued during the 12 month period. Exception 9 of Listing Rule 7.2 provides that Listing Rule 7.1 does not apply to an issue under an employee incentive plan if, within three years before the date of issue, shareholders have approved the issue under the ESOP as an exception to Listing Rule 7.1.

Resolution 2 proposes that Shareholders consider and approve the ESOP in accordance with ASX Listing Rule 7.2 (Exception 9), which would enable securities issued under the ESOP over the next 3 years to be excluded from the calculation of the number of securities issued for the purposes of Listing Rule 7.1.

3.3 Information required by ASX Listing Rule 7.2

For the purpose of Exception 9 of Listing Rule 7.2, the following information is provided:

- (a) the full terms and conditions of the ESOP are set out in Schedule 1;
- (b) no Options have been issued under the ESOP as at the date of this Notice; and
- (c) a voting exclusion statement is included in the Notice.

3.4 Directors' recommendation

Each of the Directors recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTIONS 3, 4, 5 AND 6 – APPROVAL OF ISSUE OF SHARES TO DIRECTORS

4.1 Introduction

Resolutions 3, 4, 5 and 6 seek Shareholder approval for the issue of 52,343,750 Shares at 0.16 cents each to the Directors of the Company as payment for outstanding directors' fees and executive remuneration. In the case of Mr Kestel, approval is being sought on the basis that Mr Kestel was a Director of the Company up to and including 30 June 2015.

The Company currently owes the Directors the following amounts:

- (a) Prof. Ian Pilmer - \$30,000 for director's fees;
- (b) Mr Matthew Battrick - \$33,750 pursuant to his executive services agreement;
- (c) Dr Wolf Martinick - \$10,000 for director's fees; and
- (d) Mr Damian Kestel - \$10,000 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.

4.2 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 5, 6, 7 and 8 also seek Shareholder approval for the issue the Shares to the Directors for the purposes of Chapter 2E of the Corporations Act.

4.3 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 3, 4, 5 and 6:

- (a) the Shares are to be issued to Prof. Ian Plimer, Mr Matthew Battrock, Dr Wolf Martinick and Mr Damian Kestel (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 – 18,750,000 Shares;
 - (ii) Mr Battrock – 21,093,750 Shares;
 - (iii) Dr Martinick – 6,250,000 Shares; and
 - (iv) Mr Kestel – 6,250,000 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 0.16 cents each, meaning the total value of the Shares issued to each Director will be as follows:
- (i) Prof. Ian Pilmer - \$30,000;
 - (ii) Mr Matthew Battrick - \$33,750;
 - (iii) Dr Wolf Martinick - \$10,000; and
 - (iv) Mr Damian Kestel -\$10,000;
- (h) 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;
- (i) 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;
- (j) a voting exclusion is included in the Notice;
- (k) Prof. Plimer 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;
- (l) Mr Battrick 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;
- (m) Dr Martinick has an interest in Resolution 5 and therefore believes it inappropriate to make a recommendation. The other Directors who do not have an interest in the outcome of Resolution 5 recommend that Shareholders vote in favour of Resolution 5;
- (n) Mr Kestel is no longer a Director of the Company and therefore makes no recommendation in relation to Resolution 6. The other Directors recommend that Shareholders vote in favour of Resolution 6;
- (o) the current holdings (direct and indirect) of the Directors are as follows:

Name	Shares	Options
Prof. Ian Plimer	0	0
Mr Matthew Battrick	9,729,940	15,029,411
Dr Wolf Martinick	47,750,000	0
Mr Damian Kestel	30,834,641	6,621,636

- (p) the dilutionary effect from the issue of the Shares to the Directors will be as follows:
- (i) Prof. Plimer – 0.42% (or 0.38% on a fully diluted basis);
 - (ii) Mr Battrick – 0.47% (or 0.43% on a fully diluted basis);

- (iii) Dr Martinick – 0.14% (or 0.13% on a fully diluted basis); and
- (iv) Mr Kestel – 0.14% (or 0.13% on a fully diluted basis);
- (q) the Directors have received the following fees from the Company in each of the last two 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
Mr Damian Kestel	\$75,000	\$50,000

- (r) 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	2.1 cents	20 June 2014
Lowest	0.1 cents	17 June 2015
Last	0.1 cents	30 June 2015

- (s) 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;
- (t) 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 3, 4, 5 and 6.

4.4 Directors' recommendation

The Directors' recommendations in relation to Resolutions 3 to 6 are set out in sections 3.3 (k) to (n) above.

5. 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) "ESOP" or "Employee Share Option Plan" means the Company's proposed employee share option plan referred to in Resolution 2, the terms of which are set out in Schedule 1 of this Explanatory Statement.
- (l) "Equity Securities" has the same meaning as in the ASX Listing Rules.
- (m) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (n) "General Meeting" or "Meeting" means the General Meeting of the Company the subject of the Notice of Meeting.
- (o) "Notice" or "Notice of Meeting" means this notice of General Meeting.
- (p) "Option" means an option to acquire a Share.
- (q) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (r) "Resolution" means a resolution contained in this Notice of Meeting.
- (s) "Share" means fully paid ordinary share in the capital of the Company.
- (t) "Shareholder" means a holder of Shares.

SCHEDULE 1

TERMS OF EMPLOYEE SHARE OPTION PLAN

Sun Resources Employee and Contractor Option Plan

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1. Introduction

1.1 Name of Plan

The Plan is called the Sun Resources Employee and Contractor Option Plan.

1.2 Objects of Plan

The objects of the Plan are to:

- (a) provide an incentive to Eligible Persons to actively pursue and achieve the long-term goals of the Company;
- (b) attract persons with experience to the Company; and
- (c) foster and promote loyalty between the Company and Eligible Persons.

1.3 Commencement of Plan

The Plan commences on the date determined by the Plan Committee.

1.4 Application of Subdivision 83A-C – tax deferral

Subdivision 83A-C of the Tax Law applies to any Offer, the Plan and the Rules such that, provided the requirements of that subdivision are met, any tax payable by a Participant will be deferred to the applicable deferred taxing point described in that subdivision.

2. Defined terms and interpretation

2.1 Defined terms

In these Rules, unless the context otherwise requires:

Accelerated Vesting Event means the occurrence of:

- (a) a Special Circumstance in respect of a Participant; or
- (b) a circumstance set out in Rule 10.3.

Applicable Law means one or more, as the context requires of:

- (a) the Corporations Act;
- (b) Corporations Regulations;
- (c) the Listing Rules;
- (d) any other applicable securities laws;
- (e) the constitution of the Company;
- (f) the securities trading policy of the Company; and

- (g) any practice note, policy statement, class order, declaration, guideline, policy or procedure authorising or entitling ASIC or ASX to regulate, implement or enforce, either directly or indirectly:
 - (i) a provision of the laws, regulations, rules or constitution referred to in paragraphs 2.1(a) to (f); or
 - (ii) any agreement or deed made under the laws, regulations, rules or constitution referred to in paragraphs 2.1(a) to (f);
 - (iii) a person's conduct or proposed conduct under the laws, regulations, rules or constitution referred to in paragraphs 2.1(a) to (f), or any agreement or deed referred to in paragraph (g)(ii); or
- (h) the Tax Law

Application Form means a duly completed and executed application for the issue of Options made by an Eligible Person in respect of an Offer, in the form enclosed with the Offer or as otherwise approved by the Plan Committee from time to time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means all or some of the directors of the Company acting as a board.

Certificate means a certificate issued under these Rules in the form approved by the Plan Committee from time to time, or if the Plan Committee determines that Options are uncertificated, then a statement issued to the Participant, disclosing:

- (a) the number of Options entered in the register of Option holders in respect of the Participant; and
- (b) the information in Rule 7.4.

Company means Sun Resources NL (ACN 009 196 810).

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

Corporations Regulations means any and all regulations made under the Corporations Act.

Date of Issue with respect to an Option, means the date on which the Plan Committee issues the Option to an Eligible Person.

Eligible Person means:

- (a) a full-time or part-time employee of the Company or any of its Subsidiaries at the time of the Offer;
- (b) a casual employee of the Company or any of its Subsidiaries who is, or might reasonably be expected to be, engaged to work the pro-rate equivalent of 40% or more of a comparable full-time position;
- (c) a contractor engaged by the Company or any of its Subsidiaries to work the pro-rata equivalent of 40% or more of a comparable full-time role at the time of the Offer; and

- (d) a director, including those with executive positions and those who are non-executive directors, of the Company or any of its Subsidiaries at the time of the Offer,

that the Plan Committee determines is eligible to participate in the Plan.

Exercise Conditions means the performance, vesting or other conditions (if any) determined by the Plan Committee and specified in an Offer which are, subject to these Rules, required to be satisfied, reached or met before an Option can, during the Exercise Period, be exercised.

Exercise Period means the period commencing on the First Exercise Date and ending on the Last Exercise Date.

Exercise Price means the amount payable by the holder of an Option on the exercise of the Option.

First Exercise Date, in respect of an Option, means unless otherwise specified in an Offer, the earlier of:

- (a) the vesting date applicable to the Option under Rule 8.3; or
- (b) the date on which a Special Circumstance arises in respect of the Participant.

Last Exercise Date, in respect of an Option, means unless otherwise specified in an Offer, the earlier of:

- (a) the date 3 years after the Date of Issue; or
- (b) the date 12 months (or such longer period as may be determined by the Plan Committee) after the date on which a Special Circumstance arises in respect of the Participant.

Legal Personal Representative means the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by another person.

Listing Rules means the listing rules of ASX.

Notice of Exercise means a duly completed and executed notice of exercise of an Option by a Participant, in the form approved by the Plan Committee from time to time.

Option means an option issued to a Participant under the Plan to subscribe for a Share.

Offer means an invitation to an Eligible Person made by the Company under Rule 5.1 to apply for an issue of Options.

Participant means a person who holds Options issued under the Plan and includes, if a Participant dies or becomes subject to a legal disability, the Legal Personal Representative of the Participant.

Plan means the Sun Resources Employee and Contractor Option Plan governed by these Rules.

Plan Committee means the committee of the Board to which power to administer the Plan has been delegated or if there has been no delegation, the Board.

Redundancy means the termination or cessation of a Participant's employment or office with the Company or any of its Subsidiaries as a result of redundancy, as determined by the Plan Committee.

Rules means the rules governing the operation of the Plan in this document, as amended from time to time.

Security Interest means a mortgage, charge, pledge, lien, encumbrance or other third party interest of any nature.

Shares means fully paid ordinary shares in the capital of the Company.

Special Circumstance means with respect to a Participant:

- (a) Total and Permanent Disablement;
- (b) Redundancy;
- (c) the death of the Participant;
- (d) any other circumstances as the Plan Committee may at any time determine (whether before or after the Date of Issue).

Subsidiary has the meaning given in the Corporations Act.

Tax includes any tax, levy, impost, GST, deduction, charge, rate, contribution, duty or withholding which is assessed (or deemed to be assessed), levied, imposed or made by any government or any governmental, semi-governmental or judicial entity or authority together with any interest, penalty, fine, charge, fee or other amount assessed (or deemed to be assessed), levied, imposed or made on or in respect of any or all of the foregoing.

Tax Law means the Income Tax Assessment Act 1997 and the Income Tax Assessment Act 1936, as the case may be.

Total and Permanent Disablement means the termination or cessation of a Participant's employment with the Company or any of its Subsidiaries as a result of total and permanent disablement, as determined by the Plan Committee.

2.2 Interpretation

In these Rules, unless the context otherwise requires:

- (a) headings are for convenience only and do not affect the interpretation of these Rules;
- (b) reference to any legislation or a provision of any legislation includes a modification or re-enactment of the legislation or a legislative provision substituted for, and all legislation and statutory instruments and regulations issued under, the legislation;
- (c) words denoting the singular include the plural and vice versa;
- (d) words denoting a gender include the other genders;
- (e) reference to any document or agreement includes reference to that document or agreement as amended, novated, supplemented, varied or replaced from time to time;

- (f) where any word or phrase is given a defined meaning in these Rules, any part of speech or other grammatical form of that word or phrase has a corresponding meaning;
- (g) reference to a rule or paragraph is a reference to a rule or paragraph of these Rules, or the corresponding Rule or Rules of the Plan as amended from time to time; and
- (h) where an act or thing must be done on a particular day or within a particular period, that act or thing must be done before, and that period ends at, 5.00pm Perth time on the relevant day.

2.3 Primary instruments

These Rules are to be interpreted subject to the Applicable Laws.

3. Principal conditions

3.1 Total number of Shares

An Offer may only be made if the number of Shares to be issued as a result of the exercise of the Options, does not exceed 5% (or such other maximum permitted under any applicable ASIC class order providing relief from the disclosure regime under the Corporations Act) of the total number of issued Shares at the time of the Offer, when aggregated with:

- (a) the number of Shares which would be issued were each outstanding offer with respect to Shares, units of Shares and options to acquire unissued Shares, under another Employee Incentive Scheme to be accepted or exercised; and
- (b) the number of Shares issued during the previous 3 years pursuant to the Plan or any other Employee Incentive Scheme;

but excluding for the purposes of the calculation, any offer made, or option acquired or Share issued by way of or as a result of:

- (c) an offer to a person situated at the time of receipt of the offer outside of Australia;
- (d) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
- (e) an offer made under a disclosure document.

3.2 Compliance with laws

No Option may be offered or issued to, or exercised by, an Eligible Person or Participant if to do so would contravene an Applicable Law.

4. Operation of the Plan

The Plan operates according to these Rules which bind the Company, its Subsidiaries and each Participant.

5. Offers

5.1 Plan Committee may make Offer

Subject to these Rules the Plan Committee may from time to time make an Offer to an Eligible Person.

5.2 Form of Offer

An Offer must be in writing and subject to Rule 5.3, the form of the Offer and any acceptance of the invitation constituted by the Offer must be as approved by the Plan Committee from time to time.

5.3 Information contained in Offer

An Offer must state:

- (a) the name and address of the Eligible Person to whom the Offer is made;
- (b) the date of the Offer;
- (c) the period for acceptance of the invitation constituted by the Offer;
- (d) the maximum number of Options for which the Eligible Person may make application;
- (e) the expected First Exercise Date of the Options the subject of the Offer;
- (f) the expected Last Exercise Date of the Options the subject of the Offer;
- (g) the Exercise Price or the manner of determining the Exercise Price of the Options the subject of the Offer;
- (h) the Exercise Conditions (if any) attaching to the Options the subject of the Offer; and
- (i) any other specific terms and conditions or special features applicable to the Offer.

5.4 Offer personal

An Offer under the Plan is personal to the Eligible Person to whom it is made and, accordingly, the invitation constituted by an Offer may only be accepted by, and Options may only be issued to, the Eligible Person to whom the Offer is made or a nominee of that Eligible Person if accepted by the Plan Committee.

6. Application for Options

6.1 Acceptance of Offer

An Eligible Person may accept the invitation constituted by an Offer by giving to the Company an Application Form within the period specified in the Offer.

6.2 Application for all or some of Options

An Eligible Person may in his or her discretion accept the invitation constituted by an Offer, in whole or in part, in multiples of Options as the Plan Committee may allow for the Eligible Person.

6.3 Lapse of Offer

An Offer not accepted in accordance with Rule 6.1 lapses unless the Plan Committee determines otherwise.

7. Issue of Options

7.1 Options issued only to Eligible Persons

No Options may be issued to a person under the Plan unless the person remains an Eligible Person as at the Date of Issue, or the Plan Committee determines otherwise.

7.2 Acceptance of application and issue

The Company may, within 30 days after receiving a duly completed Application Form from an Eligible Person but subject to the conditions of the Offer:

- (a) accept the Application Form;
- (b) issue to the Eligible Person all of the Options the subject of the Application Form; and
- (c) notify the Eligible Person of the Date of Issue of those Options.

7.3 Employee becomes a Participant

On the issue of an Option following receipt by the Company of an Application Form, an Eligible Person becomes a Participant and is bound by these Rules.

7.4 Certificates

The Company must give a Participant one or more Certificates stating:

- (a) the number of Options issued to the Participant;
- (b) the Exercise Price of those Options; and
- (c) the Date of Issue of those Options.

7.5 Consideration for Options

Options will be issued for consideration comprising the services that are expected to be provided by an Eligible Person to or for the benefit of the Company or any of its Subsidiaries but no further monetary or other consideration will be payable in respect of the issue of an Option.

7.6 Entitlement to underlying Shares

Subject to these Rules, each Option confers on its holder the entitlement to subscribe for and be issued one fully paid Share at the Exercise Price.

7.7 Interest in Shares

A Participant has no interest in a Share the subject of an Option held by the Participant unless and until the Share is issued to that Participant under these Rules.

8. Exercise of Options

8.1 Exercise during Exercise Period

Subject to Rules 3.2, 8.2, 8.4 and 8.6, an Option may be exercised at any time during the Exercise Period for that Option.

8.2 Exercise before Exercise Period

Subject to Rule 8.4, an Option may be exercised before the Exercise Period if permitted under Rule 10.4.

8.3 Vesting dates

Unless otherwise specified in an Offer, the vesting dates (refer to the defined term of "First Exercise Date") applicable to Options are:

- (a) 33.33% of the Options – the Date of Issue;
- (b) 33.33% of the Options – the date that is the first anniversary of the Date of Issue;
- (c) 33.33% of the Options – the date that is the second anniversary of the Date of Issue.

8.4 Exercise Conditions

Subject to Rule 8.5, if the Offer in respect of an Option specifies any Exercise Conditions, the Option may not be exercised unless and until those Exercise Conditions have been satisfied, reached or met.

8.5 Waiver of Exercise Conditions

The Plan Committee may, at its discretion, by notice to the Participant reduce or waive the Exercise Conditions attaching to Options in whole or in part at any time and in any particular case including due to the occurrence of an Accelerated Vesting Event.

8.6 Exercise of Options

Subject to these Rules, Options which have not lapsed may be exercised by the Participant giving to the Company:

- (a) a Notice of Exercise signed by the Participant;
- (b) the Certificate for those Options; and
- (c) a cheque payable to the Company (or another form of payment acceptable to the Board) in the amount of the product of the number of Options then being exercised by the Participant and the Exercise Price.

8.7 Issue of Shares

Subject to these Rules and the Listing Rules, on the exercise of an Option the Company must:

- (a) procure the transfer of a Share; or

- (b) issue and allot a Share.

8.8 Clearance of Exercise Price

The Company is not obliged to issue Shares on exercise of Options until any cheque received in payment of the Exercise Price has been honoured on presentation.

8.9 Exercise all or some Options

- (a) A Participant may only exercise Options in multiples that the Plan Committee determines unless the Participant exercises all Options covered by a Certificate able to be exercised by him or her at that time.
- (b) The exercise by a Participant of only some of the Options held by the Participant does not affect the Participant's right to exercise at a later date other Options held by the Participant (whether those other Options have the same First Exercise Date or otherwise).

8.10 Replacement Certificate

If a Participant submits a Notice of Exercise in respect of only part of the Options covered by a Certificate, the Company must issue a Certificate stating the remaining number of Options held by the Participant.

8.11 Shares rank equally

Unless otherwise provided in a Notice of Exercise, Shares issued on the exercise of Options rank equally with all existing Shares on and from the date of issue in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the date of issue of those Shares.

9. Lapse of Options

9.1 Lapse of Options

An Option lapses on the earlier of:

- (a) the Last Exercise Date;
- (b) a determination of the Plan Committee that the Option should lapse because the Participant, in the Plan Committee's opinion:
 - (i) has been dismissed or removed from office for a reason which entitles the Company or any of its Subsidiaries to dismiss the Participant without notice;
 - (ii) has committed an act of fraud, defalcation or gross misconduct in relation to the affairs of the Company or any of its Subsidiaries (whether or not charged with an offence); or
 - (iii) has done an act which brings the Company or any of its Subsidiaries into disrepute; and
- (c) unless otherwise determined by the Plan Committee, the date which is 6 months after the date of termination of employment of the Participant with the

Company or any of its Subsidiaries (other than due to the occurrence of a Special Circumstance).

9.2 Rights cease

If a Participant fails for any reason to exercise all the Options registered in the Participant's name before the occurrence of a circumstance set out in Rule 9.1, those Options that the Participant:

- (a) would have been entitled to exercise and that have not been exercised; and
- (b) may have had a right or entitlement to have vested in the Participant,

lapse and all rights of a Participant under the Plan in respect of those Options cease.

10. Dealings with Options

10.1 Options personal

Options held by a Participant are personal to the Participant and may not be exercised by another person.

10.2 No disposal

A Participant must not, at any time on or after the Date of Issue, dispose of or grant a Security Interest over or otherwise deal with an Option or an interest in an Option (except by way of exercising the Option in accordance with these Rules), and the Security Interest or disposal or dealing is not recognised in any manner by the Company.

10.3 Accelerated Vesting Events

The Plan Committee may determine at any time that an Accelerated Vesting Event has occurred upon the occurrence of any of the following:

- (a) **(takeover)** a takeover bid (as defined in the Corporations Act) for the Company's issued Shares is made and the bidder obtains voting power (as defined in the Corporations Act) in the Company of 50% or more and the takeover offers are made or declared unconditional (which includes where the takeover offers are unconditional other than for the happening of the events or circumstances set out in section 652C(1) and (2) of the Corporations Act or the condition set out in section 625(3) of the Corporations Act);
- (b) **(compromise or arrangement)**: a court approves under section 411(4)(b) of the Corporations Act a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- (c) **(other control transaction)**: an event or transaction by which an entity obtains or is to obtain voting power (as defined in the Corporations Act) in the Company of 50% or more is approved or accepted by a majority of members of the Company; or
- (d) **(winding up)**: the Company passes a resolution for voluntary winding up or an order is made for the compulsory winding up of the Company.

10.4 First Exercise Date brought forward

If an Accelerated Vesting Event occurs while a Participant is employed with the Company or any of its Subsidiaries, the Board may, at its discretion:

- (a) bring forward the First Exercise Date of all Options held by the Participant to a date determined by the Plan Committee; and
- (b) waive or vary any Exercise Conditions in regard to an Option held by the Participant in accordance with Rule 8.5.

10.5 Notice to Participants of change

If the Plan Committee determines to alter the First Exercise Date and Exercise Conditions under Rule 10.4, the Company:

- (a) must within 14 days of the alteration give notice to each Participant affected by the Accelerated Vesting Event in respect of any Options held by the Participant; and
- (b) may have to issue a replacement Certificate for the Options.

11. Participation rights, bonus issues, rights issues, reorganisations of capital and winding up

11.1 New issues

- (a) Participants are not entitled to participate in any new issue to existing holders of Shares unless:
 - (i) they have become entitled to exercise their Options under the Plan; and
 - (ii) they do so before the record date for the determination of entitlements to the new issue of securities and participate as a result of being holders of Shares.
- (b) The Company must give Participants, in accordance with the Listing Rules, notice of any new issue of securities before the record date for determining entitlements to the new issue.

11.2 Bonus issues

If the Company makes (whether before or during the Exercise Period) a bonus issue of Shares or other securities to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the bonus issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Participant would have received if the Participant had exercised the Option prior to such record date.

11.3 Pro-rata issues

If the Company makes (whether before or during the Exercise Period) a pro-rata issue of Shares (except a bonus issue) to existing holders of Shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) and no Share

has been issued in respect of an Option before the record date for determining entitlements to the issue, the Exercise Price of the Option is reduced in accordance with the Listing Rules.

11.4 Reorganisation of capital

If there is a reorganisation of capital of the Company (whether before or during the Exercise Period) then the rights of a Participant (including the number of Options to which each Participant is entitled and the Exercise Price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

11.5 Fractions of Shares

For the purposes of this Rule 11, if Options are exercised simultaneously, then the Participant may aggregate the number of Shares or fractions of Shares for which the Participant is entitled to subscribe. Fractions in the aggregate number only will be disregarded in determining the total entitlement of a Participant.

11.6 Calculations and adjustments

Any calculations or adjustments which are required to be made under this Rule 11 will be made by the Plan Committee and, in the absence of manifest error, are final and conclusive and binding on the Company and the Participant.

11.7 Notice of change

The Company must within a reasonable period give to each Participant notice of any change under Rule 11 to the Exercise Price of any Options held by the Participant or to the number of Shares which the Participant is entitled to subscribe for on exercise of an Option.

12. Quotation of Shares

12.1 No Quotation of Options

The Company will not seek official quotation of any Options.

12.2 Quotation of Shares

The Company must apply to ASX for quotation of Shares issued on exercise of Options if other Shares of the Company are officially quoted by ASX at that time.

13. Administration of the Plan

13.1 Administration

The Plan is administered by the Plan Committee.

13.2 Powers of the Plan Committee

The Plan Committee has power to:

- (a) determine appropriate procedures and make regulations for the administration of the Plan which are consistent with these Rules;

- (b) resolve conclusively all questions of fact or interpretation arising in connection with the Plan;
- (c) terminate or suspend the operation of the Plan at any time, provided that the termination or suspension does not adversely affect or prejudice the rights of Participants holding Options at that time;
- (d) delegate those functions and powers it considers appropriate, for the efficient administration of the Plan, to any person or persons whom the Plan Committee reasonably believes to be capable of performing those functions and exercising those powers;
- (e) take and rely upon independent professional or expert advice in or in relation to the exercise of any of their powers or discretions under these Rules;
- (f) administer the Plan in accordance with these Rules as and to the extent provided in these Rules; and
- (g) make regulations for the operation of the Plan consistent with these Rules.

13.3 Exercise of powers or discretion

Any power or discretion which is conferred on the Plan Committee or Board by these Rules may be exercised by the Plan Committee or Board in the interests or for the benefit of the Company, and the Plan Committee or Board is not, in exercising that power or discretion, under any fiduciary or other obligation to another person.

13.4 Determinations

Where these Rules provide for a determination, decision, approval or opinion of the Plan Committee or Board, that determination, decision, approval or opinion may be made or given by the Plan Committee or Board (as applicable) in its absolute discretion.

13.5 Expenses and costs

Subject to these Rules, the Company and its Subsidiaries must pay all expenses, costs and charges incurred in the administration of the Plan in the amounts and proportions as they shall agree.

13.6 Tax

The Company is not responsible for any Tax which may become payable by a Participant in connection with the issue of Shares pursuant to an exercise of Options or another dealing by a Participant with the Options or Shares.

14. Amendment to Rules

14.1 Board may amend Rules

Subject to the Applicable Law, the Board may at any time amend any of these Rules, or waive or modify the application of any of these Rules in relation to a Participant.

14.2 Consent of Participants

If an amendment to be made under Rule 14.1 would adversely affect the rights of Participants in respect of any Options then held by them, the Board must obtain the consent of Participants who between them hold not less than 75% of the total number of those Options held by all those Participants before making the amendment.

15. Rights of Participants

15.1 No conferred rights

These Rules:

- (a) do not confer on an Eligible Person the right to receive an Offer;
- (b) do not confer on a Participant the right to continue as an Eligible Person;
- (c) do not affect any rights which the Company or any of its Subsidiaries may have to terminate the employment of a Participant; and
- (d) may not be used to increase damages in an action brought against the Company or any of its Subsidiaries in respect of that termination.

15.2 Voting at general meetings

Participants do not, as Participants, have any right to attend or vote at general meetings of holders of Shares.

16. Notices

Notices may be given by the Company to Participants in any manner that the Plan Committee may from time to time determine.

17. Governing law

These Rules and the rights and obligations of Participants under the Plan are governed by the laws of Western Australia and the Commonwealth of Australia, and each Participant irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Western Australia and the Commonwealth of Australia.

18. Advice

Eligible Persons should obtain their own independent advice at their own expense on the financial, taxation and other consequences to them of or relating to participation in the Plan.

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 11am Wednesday 29 July 2015**

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 11am AWST on Wednesday 29 July 2015. 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, 6021 or PO Box 1786, West Perth, WA, 6872, sent by facsimile to the registered office on (08) 9321 8161 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 General Meeting Members of Sun Resources NL to be held at the office of BDO, 38 Station Street, Subiaco, Western Australia, on Friday 31 July 2015 at 11am 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 Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval of Issue of Shares to Prof. Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval of Issue of Shares to Mr Matthew Battrick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Approval of Issue of Shares to Dr Wolf Martinick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Issue of Shares to Mr Damian Kestel	<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

%

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:

(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 Friday 31 July 2015 at 11am 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 proxies@ricgroup.com.au.