

4 October 2013

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.

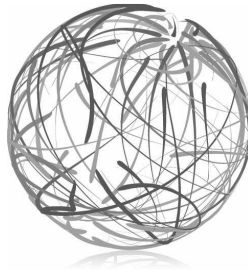
We attach a copy of the Notice of Annual General Meeting, Explanatory Statement and Proxy Form.

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, 7 November 2013

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) 9321 9886.

ELECTRONIC COPIES OF COMPANY REPORT

The Company Annual Report is now available on the Sun Resources NL website 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, 7 November 2013 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 (+61) 8 9321 8161; or
- deliver to the Company Secretary at Level 2, 30 Richardson Street, West Perth, Western Australia;
or
- post to PO Box 1786, West Perth, Western Australia 6872; or
- send by email to proxies@ricgroup.com.au,

so that it is received not later than 11.00am AWST on Tuesday, 5 November 2013.

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, 7 November 2013 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 6 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 2013.

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 2013, be approved."

Voting Restriction

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) member of the Key Management Personnel details of whose remuneration is included in the Remuneration Report; and/ or

(b) a Closely Related Party of such a member of the Key Management Personnel.

However, the above persons may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

(a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution (directed proxy); or

(b) the voter is the Chairperson and the appointment of the Chairperson as proxy:

(1) does not specify the way the proxy is to vote on the resolution; and

(2) expressly authorises the Chairperson to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Re-election of Director – Professor Ian Plimer

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

"That, for all purposes, Professor Ian Plimer, 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 and offering himself for re-election, is re-elected as a Director of the Company."

4. Resolution 3 - Re-election of Director – The Honourable Alexander Downer, AC

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

"That, for all purposes, The Hon. Alexander Downer, AC, 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 and offering himself for re-election, is re-elected as a Director of the Company."

5. Resolution 4 - Re-election of Director – Dr Wolf Martinick

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

"That, for all purposes, Dr Wolf Martinick, who retires from the office of Director in accordance with ASX Listing Rule 14.4 and Article 16.3(b) of the Company's Constitution, and being eligible and offering himself for re-election, is re-elected as a Director of the Company."

6. Resolution 5 – Ratification of Issue of Shares

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue and allotment of a total of 450,000,000 ordinary shares on 8 August 2013 be ratified."

***Voting Exclusion:** The Company will disregard any votes cast on Resolution 5 by a person who has participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form, or it is cast by the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

7. Resolution 6 - 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 Resolution 6 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.*

8. 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, 5 November 2013. 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 3 day of October 2013

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 Professor Ian Plimer, The Honourable Alexander Downer, AC and Dr Wolf Martinick as Directors of the Company;
- (d) ratify the issue of Shares; and
- (e) 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, 7 November 2013 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 2013 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 80 and 81 where the Independent Auditors advise that the financial report of the Company is in accordance with the Corporations Act 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 2013 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 27 to 31 of the Company's 2013 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 – PROFESSOR IAN PLIMER

This Resolution seeks approval to elect as a Director, Professor Ian Plimer, 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. Professor Plimer was appointed as a Director of the Company with effect from 23 September 2013 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the Company's website where details of Professor Plimer may be obtained.

Each of the other Directors intends to vote in favour of Professor Plimer'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 Professor Plimer) recommend that Shareholders vote in favour of this Resolution.

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – THE HONOURABLE ALEXANDER DOWNER, AC

This Resolution seeks approval to elect as a Director, The Hon. Alexander Downer, AC, 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. The Hon. Alexander Downer, AC was appointed as a Director of the Company with effect from 23 September 2013 and, accordingly, seeks re-election as a Director at the Annual General Meeting.

Shareholders are referred to the Company's website where details of The Hon. Alexander Downer, AC may be obtained.

Each of the other Directors intends to vote in favour of The Hon. Alexander Downer, AC'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 The Hon. Alexander Downer, AC) recommend that Shareholders vote in favour of this Resolution.

5. RESOLUTION 4 – RE-ELECTION OF DIRECTOR – DR WOLF MARTINICK

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

Article 16.3(b) of the Company's Constitution provides that one third of the Directors of the Company must retire at each annual general meeting Article 16.4 provides that the Director who must retire by rotation is the Director who has held office the longest since their last re-election. Dr Martinick was last re-elected on 10 November 2011 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 Dr Martinick may be obtained.

Each of the other Directors intends to vote in favour of Dr Martinick'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 Dr Martinick) recommend that Shareholders vote in favour of this Resolution.

6. RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES

Resolution 5 seeks Shareholder ratification for the issue of 450,000,000 Shares that the Company made on 8 August 2013.

251,805,529 Shares were issued pursuant to the Company's 15% placement capacity under Listing Rule 7.1 and 198,194,471 Shares were issued pursuant to the Company's additional 10% placement capacity pursuant to Listing Rule 7.1A.

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

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

Having obtained shareholder approval at the Company's Annual General Meeting on 8 November 2012 (2012 AGM), the Company has an additional 10% placement capacity under Listing Rule 7.1A.

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

While the Shares described in this Resolution 5 have been issued within the Company's remaining combined capacity under Listing Rules 7.1 and 7.1A, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4 so that the Company's ability to issue securities under Listing Rule 7.1 and Listing Rule 7.1A will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess the ratification of the issue of the Shares the subject of this Resolution 5:

- (a) number of Shares issued and allotted by the Company was:
 - (i) pursuant to Listing Rule 7.1: 251,805,529 Shares; and
 - (ii) pursuant to Listing Rule 7.1A: 198,194,471 Shares;
- (b) the Shares were allotted at an issue price of \$0.03 per Share;
- (c) the Shares issued were fully paid ordinary shares in the capital of the Company and rank *pari passu* with the Company's existing Shares;
- (d) the Shares were issued to Winform Nominees Pty Ltd, who is not a related party of the Company;
- (e) the funds raised by the issue will be applied to progress exploration of the Company's portfolio of oil and gas assets and for working capital and any remaining cash will be used for the same purpose.; and
- (f) A voting exclusion statement is included in the Notice

7. RESOLUTION 6 – APPROVAL OF 10% PLACEMENT FACILITY

7.1 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 6 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 6 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.

7.2 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) 21,486,177 Shares under Listing Rule 7.1; and
- (ii) 0 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 7.2(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 7.2(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.

7.3 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 7.3(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.

Dilution				
Variable "A" in Listing Rule 7.1A.2	Issue Price (per Share)	50% decrease in Current Issue Price	Current Issue Price	100% increase in Current Issue Price
		\$0.0185	\$0.037	\$0.074
Current Variable "A" 1,981,944,710 Shares	10% dilution - Shares issued	198,194,471 Shares	198,194,471 Shares	198,194,471 Shares
	Funds raised	\$3,666,598	\$7,333,195	\$14,666,391
50% increase in current Variable "A" 2,972,917,065 Shares	10% dilution - Shares issued	297,291,706 Shares	297,291,706 Shares	297,291,706 Shares
	Funds raised	\$5,499,897	\$10,999,793	\$21,999,586
100% increase in current Variable "A" 3,963,889,420 Shares	10% dilution - Shares issued	396,388,942 Shares	396,388,942 Shares	396,388,942 Shares
	Funds raised	\$7,333,195	\$14,666,391	\$29,332,782

The table has been prepared on the following assumptions:

- (i) The current issue price is 0.037, being the closing price of the Company's Shares on ASX on 24 September 2013.
- (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 6 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 Amerril 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) Since the 2012 AGM the Company has issued a total of 610,056,250 equity securities, representing 32.62% of the total number of equity securities on issue 12 months prior to the date of the 2013 AGM, details of which are as follows:
- (i) An issue on 10 January 2013 of 40,056,250 Shares to Carina Energy LLC upon the exercise of 40,056,250 class D unlisted performance options at an exercise price of 0.1 cent per Share (representing a discount of 98.30% to the then-current market price), for cash consideration of \$40,056.25. The consideration been applied to progress exploration of the Company's portfolio of oil and gas assets and for working capital and any remaining cash will be used for the same purpose;
 - (ii) An issue on 14 January 2013 of 28,781,250 Shares to Carina Energy LLC upon the exercise of 28,781,250 class G unlisted performance options at an exercise price of 0.1 cent per Share (representing a discount of 98.24% to the then-current market price), for cash consideration of \$28,781.25. The consideration been applied to progress exploration of the Company's portfolio of oil and gas assets and for working capital and any remaining cash will be used for the same purpose;
 - (iii) An issue on 28 February 2013 of 46,218,750 Shares to Carina Energy LLC upon the exercise of 46,218,750 class G unlisted performance options at an exercise price of 0.1 cent per Share (representing a discount of 98.20% to the then-current market price), for cash consideration of \$46,218.75. The consideration been applied to progress exploration of the Company's portfolio of oil and gas assets and for working capital and any remaining cash will be used for the same purpose;
 - (iv) An issue on 3 May 2013 to Mr Matthew Battrick and Dr Govert Van Ek of:
 - (A) 15,000,000 options to acquire Shares exercisable at 5.7 cents per Share on or before 3 May 2016;
 - (B) 15,000,000 options to acquire Shares exercisable at 6.7 cents per Share on or before 3 May 2016; and
 - (C) 15,000,000 options to acquire Shares exercisable at 7.6 cents per Share on or before 3 May 2016,for nil consideration as an incentive to those parties as executive directors;
 - (v) An issue on 8 August 2013 of 450,000,000 Shares to Winform Nominees Pty Ltd at an issue price of \$0.03 per Share (representing a discount of 14.3% to the then-current market price), for cash consideration of \$13,500,000. The consideration been applied to progress exploration of the Company's portfolio of oil and gas assets and for working capital and any remaining cash will be used for the same purpose.
- (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.

8. GLOSSARY

In the Notice of Meeting and this Explanatory Statement:-

- (a) "10% Placement Facility" has the meaning given in Section 6.1.
- (b) "10% Placement Period" has the meaning given in Section 6.2(e).
- (c) "2013 Annual Report" means the Annual Report for the Company for the financial year ended 30 June 2013.
- (d) "Annual General Meeting" or "Meeting" means the Annual General Meeting of the Company the subject of the Notice of Meeting
- (e) "ASIC" means Australian Securities & Investments Commission.
- (f) "ASX" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (g) "ASX Listing Rules" and "Listing Rules" means the listing rules of the ASX.
- (h) "AWST" means Australian Western Standard Time, being the time in Perth, Western Australia.
- (i) "Board" means the Directors of the Company as at the date of this Notice of Meeting.
- (j) "Chairman" means the person appointed to chair the Meeting.
- (k) "Company" means Sun Resources NL ABN 69 009 196 810.
- (l) "Corporations Act" means the *Corporations Act 2001* (Cth).
- (m) "Director" means a director of the Company.
- (n) "Equity Securities" has the same meaning as in the ASX Listing Rules.
- (o) "Explanatory Statement" means the explanatory statement to the Notice of Meeting.
- (p) "Option" means an option which entitles the holder to subscribe for a Share in the Company.
- (q) "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.
- (r) "Notice" or "Notice of Meeting" means this notice of Annual General Meeting
- (s) "Proxy Form" means the proxy form attached to the Notice of Meeting.
- (t) "Remuneration Report" means the remuneration report contained in the Company's 2013 Annual Report.
- (u) "Resolution" means a resolution contained in this Notice of Meeting.
- (v) "Share" means fully paid ordinary share in the capital of the Company.
- (w) "Shareholder" means a shareholder of the Company.

Lodge your vote:



By Mail:

Sun Resources NL
PO Box 1786
West Perth WA 6872

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

For all enquiries call:

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

Proxy Form

 **For your vote to be effective it must be received by 11:00 am Tuesday 5 November 2013**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a security holder of the Company.

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting. I.e. no later than 11.00am AWST on Tuesday, 5 November 2013. Any Proxy Form received after that time will not be valid for the scheduled meeting.

This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Level 2, 30 Richardson Street, West Perth, WA, 6005 or PO Box 1786, West Perth, WA, 6872, sent by facsimile to the registered office on (08) 9321 8161 or sent by email to proxies@ricgroup.com.au.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged a Power of Attorney with the Share Registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to Section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

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

Comments and Questions: If you have any comments or questions for the company please write them on a separate sheet of paper and return with this form.

Please mark to indicate your directions

PROXY FORM

Shareholder Details

Name: _____

Address: _____

Contact Telephone No: _____

Contact Name (if different from above): _____

Appoint A Proxy to Vote on Your Behalf

I/We being a shareholder/s of Sun Resources NL hereby appoint

The Chairman
of the Meeting

OR

PLEASE NOTE:

Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own 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 7th day of November 2013 at 11.00am AWST and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Annual General Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel, which includes the Chairman.

IMPORTANT INFORMATION IF APPOINTING THE CHAIRMAN AS YOUR PROXY

If the Chairman of the Annual General Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2 below.

The Chairman of the Annual General Meeting intends to vote undirected proxies in favour of each Item of business.

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 – Professor Ian Plimer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 - Re -election of Director – The Hon Alexander Downer, AC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 - Re -election of Director – Dr Wolf Martinick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 - Ratification Of Issue Of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 - Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appointment of a second proxy

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

 %

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

Individual or Security Holder 1

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 Annual General Meeting of Sun Resources NL to be held on Thursday the 7th day of November 2013 at 11.00am AWST and at any adjournments of that meeting.

DATED ____ / ____ / ____

Please sign here

Executed by the Company

in accordance with its constituent documents

Signed by authorised representative

Signed by authorised representative

Name of authorised representative (print)

Name of authorised representative (print)

Position of authorised representative (print)

Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointer Company and the name or position of the appointee (e.g. "John Smith" or "each Director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (e.g. Director) of each Company officer who signs this Certificate on behalf of the Company.
4. Insert the date of execution where indicated.
5. The certificate must be produced prior to admission to the Meeting. This certificate may be sent or delivered to the Company's registered office at Level 2, 30 Richardson Street, West Perth, WA, 6005 or PO Box 1786, West Perth WA 6872, sent by facsimile to the registered office on (08) 9321 8161 or sent by email to proxies@ricgroup.com.au.

