

16 September 2014

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

Dear Sir/Madam

NOTICE OF GENERAL MEETING, EXPLANATORY STATEMENT & PROXY FORM

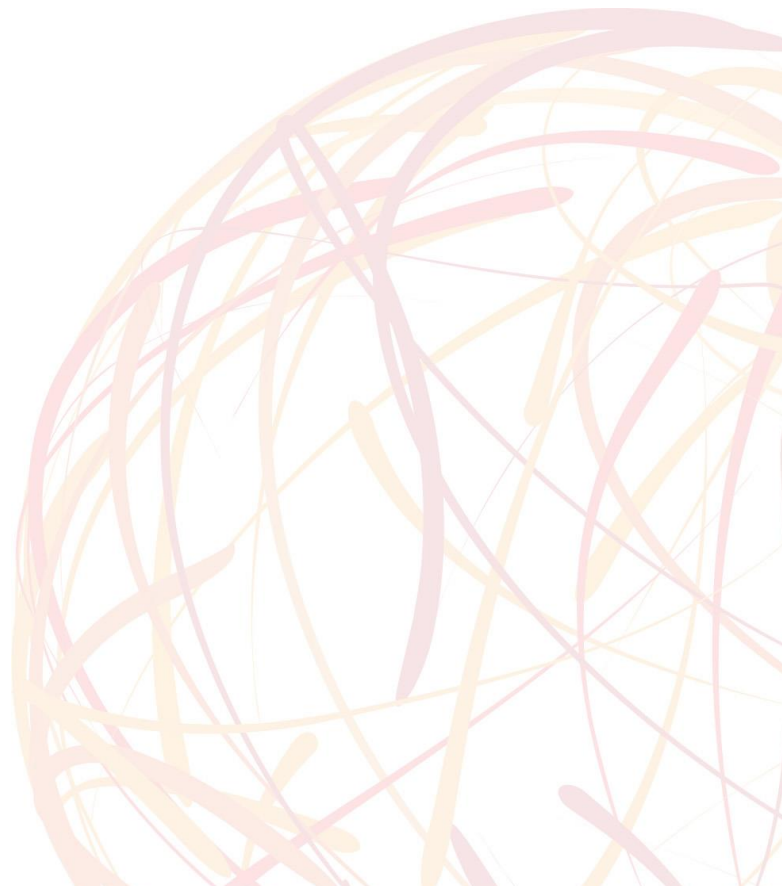
We advise that the Company's Notice of General Meeting, Explanatory Statement and Proxy Form were despatched to Shareholders today.

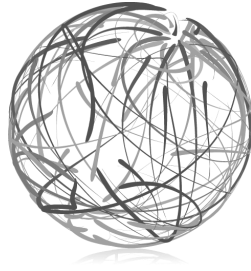
We attach a copy of the Notice of General Meeting, Explanatory Statement and Proxy Form.

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
17 October 2014

Time of Meeting
10.00am 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 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 (+61 8) 9321 9886.

ELECTRONIC COPIES OF COMPANY REPORT

The Company's 2013 Annual Report is available on the Sun Resources NL website www.sunres.com.au. The Company's 2014 Annual Report is expected to be released shortly.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

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

17 October 2014 commencing at 10.00am 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 10.00am AWST.

VOTING BY PROXY

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of General Meeting as soon as possible and either:

- send the proxy by facsimile to the Company Secretary, Mr Craig Basson on facsimile number (+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 10.00am AWST on 15 October 2014.

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 17 October 2014 at 10.00am AWST, at the offices of BDO, 38 Station Street, Subiaco, Western Australia.

The following resolutions are to be considered at the Meeting. These resolutions are discussed in the Explanatory Statement which forms part of this notice.

AGENDA

ORDINARY BUSINESS

1. RATIFICATION OF ISSUE OF SHARES

To consider and, if thought fit, to pass, with or without amendments, the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of a total of 398,736,175 ordinary shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: *The Company will disregard any votes cast on this Resolution by or on behalf of 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.*

2. APPROVAL OF ISSUE OF PLACEMENT OPTIONS

To consider and, if thought fit, to pass, with or without amendments, the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 7.1 and for all other purposes, approval is given for the Directors to issue and allot 199,368,087 Options on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: *The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed, 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 directions on the Voting Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Voting 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 10.00am AWST on 15 October 2014. 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 11 September 2014.

By order of the Board.

A handwritten signature in black ink, appearing to read 'Craig Basson', written over a faint, illegible stamp or background.

Craig Basson
Company Secretary

EXPLANATORY STATEMENT

INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting to be held at the offices of BDO, 38 Station Street, Subiaco, Western Australia on 17 October 2014 commencing at 10.00am AWST.

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

- ratification of the issue of Placement Shares (Resolution 1); and
- approval for the issue of Placement Options (Resolution 2).

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.

1. RESOLUTION 1 – RATIFICATION OF ISSUE OF SHARES

1.1 General

Resolution 1 seeks Shareholder ratification for the issue of 398,736,175 Shares that the Company completed on 28 August 2014.

The Company announced on 28 August 2014 that it had completed a private placement to professional and sophisticated clients of Patersons Securities Limited (**Patersons**) of 398,736,175 Shares at an average issue price of \$0.01 each per Share with 1 for 2 free-attaching Options to raise \$3,987,361 (**Placement**). The Placement was lead managed by Patersons.

The Placement is to be completed in 2 tranches. Tranche 1 (comprising of the Shares) was completed under the Company's 25% placement capacity pursuant to Listing Rule 7.1 and 7.1A on 28 August 2014. Completion of tranche 2 (comprising of the free-attaching Options) is subject to receiving Shareholder approval at this General Meeting and is the subject of Resolution 2.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. The Company confirms that the issue of Shares under the Placement the subject of Resolution 1 did not breach Listing Rule 7.1.

Having obtained shareholder approval at the Company's Annual General Meeting on 7 November 2013, 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 1 have been issued within the Company's remaining combined capacity under Listing Rules 7.1 and 7.1A, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4 so that the Company's ability to issue securities under Listing Rule 7.1 and Listing Rule 7.1A will be 'refreshed' and it will have flexibility to issue further securities should the need or opportunity arise.

1.2 Technical information required by Listing Rule 7.5

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 Resolution 1:

- (a) number of Shares issued and allotted by the Company was:
 - (i) pursuant to Listing Rule 7.1: 155,241,704 Shares; and
 - (ii) pursuant to Listing Rule 7.1A: 243,494,471 Shares;
- (b) the Shares were allotted at an average issue price of \$0.01 (1 cent) each 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 professional and sophisticated clients of Patersons, none of whom were a related party of the Company;
- (e) the funds raised by the issue will be applied to progress the hydraulic fracturing of the Jack Howe well and secure additional leasing in the immediate area of the Southern Woodbine leases, to progress exploration and development activities on the Company's existing portfolio of oil and gas assets and for general working capital; and
- (f) a voting exclusion statement is included in the Notice.

2. RESOLUTION 2 – APPROVAL OF ISSUE OF PLACEMENT OPTIONS

2.1 Background

As set out in the announcement on 28 August 2014, pursuant to the terms of the Placement, the Company agreed, subject to receipt of Shareholder approval, to issue each of the subscribers under the Placement with one (1) new Option for every two (2) Shares received, being 199,368,087 Options (**Placement Options**).

Pursuant to the terms of the placement agreement between the Company and Patersons, where Shareholders do not approve the issue of the Placement Options, the Company is required to pay a fee to each of the subscribers under the Placement of \$0.002 (0.2 cents) per Option that the subscriber would have otherwise received. This may result in a maximum fee payable by the Company of \$398,736 should Resolution 2 not be passed.

The purpose of Resolution 2 is to seek the approval of Shareholders for the issue of those Placement Options.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than the amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 2 will be to allow the Directors to issue the Placement Options pursuant to the Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

2.2 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of Placement Options to be issued and allotted is 199,368,087;
- (b) the Placement Options will be issued and allotted no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the same date;
- (c) the Placement Options will be issued for nil consideration as they are being issued to the subscribers under the Placement on the basis of one (1) Placement Option for every two (2) Shares subscribed for in the Placement;
- (d) the Placement Options will be issued and allotted to the subscribers under the placement, all of which were clients of Patersons who were classified as 'professional' or 'sophisticated' investors for the purposes of Section 708 of the Corporations Act. None of these subscribers are related parties of the Company;

- (e) the Placement Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the Placement Options as they are being issued for the purpose set out in paragraph (c) above.

3. GLOSSARY

In the Notice of Meeting and this Explanatory Statement:-

- (a) "**ASIC**" means Australian Securities & Investments Commission.
- (b) "**ASX**" means ASX Limited or the Australian Securities Exchange, as the context requires.
- (c) "**AWST**" and "**WST**" mean Australian Western Standard Time.
- (d) "**Board**" means the board of Directors of the Company as at the date of this Notice of Meeting.
- (e) "**Company**" means Sun Resources NL ACN 009 196 810.
- (f) "**Corporations Act**" means the *Corporations Act 2001* (Cth).
- (g) "**Director**" means a director of the Company.
- (h) "**Explanatory Statement**" means the explanatory statement to the Notice of Meeting.
- (i) "**General Meeting**" or "**Meeting**" means the General Meeting of the Company the subject of the Notice of Meeting.
- (j) "**Listing Rules**" means the Listing Rules of the ASX.
- (k) "**Notice**" or "**Notice of Meeting**" means this notice of general meeting.
- (l) "**Option**" means an option to acquire a Share.
- (m) "**Optionholder**" means the holder of an Option.
- (n) "**Patersons**" means Patersons Securities Limited ACN 008 896 311.
- (o) "**Placement**" means the placement of securities completed for the Company by Patersons which raised \$3,987,361.
- (p) "**Placement Option**" means the 199,368,087 free-attaching Options to be issued pursuant to the Placement under Resolution 2.
- (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 a fully paid ordinary share in the capital of the Company.
- (t) "**Shareholder**" means a shareholder of the Company.

4. SCHEDULE 1

The Placement Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Optionholder the right to subscribe for one Share.
 - (b) Each Option will expire at 5.00pm (WST) on 30 September 2017 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).
 - (d) The Options held by each Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date.
 - (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (i) a written notice of exercise of Options specifying the number of Options being exercised; and
 - (ii) a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (Exercise Notice).**
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (h) The Options are transferable.
 - (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will apply for quotation of the Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

- (l) If there is a bonus issue to the holders of Shares, the number of Shares over which an Option is exercisable may be increased by the number of Shares which the Optionholder would have received if the Option had been exercised before the record date for the bonus issue.
- (m) There are no participating rights or entitlements inherent in the Options and Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
- (n) An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.
- (o) There are no rights participate in any dividends unless the Options have been exercised and the resultant Shares are issued prior to the record date to determine entitlements to the dividend.

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

By Email:

Email a PDF of your completed proxy form to
the Company Secretary, Mr Craig Basson, at the following email
address: proxies@ricgroup.com.au

Proxy Form



For your vote to be effective it must be received by 10.00am AWST, 15 October 2014

How to Vote on Items of Business

Signing Instructions for Postal Forms

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.

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 10.00am AWST on 15 October 2014. 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, Western Australia, 6005 or PO Box 1786, West Perth, Western Australia, 6872 or sent by facsimile to the registered office on (+618) 9321 8161 or emailed to the Company Secretary, Mr Craig Basson, at the following email address: 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 of Members of Sun Resources NL to be held at the office of BDO, 38 Station Street, Subiaco, Western Australia, on 17 October 2014 at 10.00am AWST and at any adjournment of that meeting.

IMPORTANT INFORMATION IF APPOINTING THE CHAIRMAN AS YOUR PROXY

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote, please place a mark in this box with an 'X'. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called.

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain*
Resolution 1 – Ratification of issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Approval of issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appointment of a second proxy

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

 %

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

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and
Sole Company Secretary

Director

Director/Company Secretary

Contact Name: _____

Contact Daytime Telephone: _____ Date: ____/____/____

Appointment of Corporate Representative Form

Shareholder Details

This is to certify that by a resolution of the Directors of:

(Company)

(Insert name of shareholder company)

The Company has appointed:

(Authorised corporate representative)
--

(Insert name of corporate representative)

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the General Meeting of Sun Resources NL to be held on 17 October 2014 at 10.00am AWST and at any adjournments of that meeting.

DATED

.....2014

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 appointor Company and the name or position of the appointee (eg "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 (eg 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, Western Australia, 6005 or PO Box 1786, West Perth, Western Australia, 6872 or sent by facsimile to the registered office on (+618) 9321 8161 or send by email to proxies@ricgroup.com.au