



# Notice of Annual General Meeting

**Sundance Energy Australia Limited ABN 76 112 202 883**

Notice is hereby given that the Annual General Meeting of the shareholders of Sundance Energy Australia Limited (**Company**) will be held at the Minter Ellison Boardroom, Level 16, 1 King William Street, Adelaide, South Australia on Thursday 27 October 2005, at 10:00 am for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Memorandum that accompanies and forms a part of this Notice of Annual General Meeting describes the Ordinary and Special Business to be considered.

## **ORDINARY BUSINESS:**

### **1. Financial Statement and Reports**

*'To receive and consider the financial statements of the Company for the period ending 30 June 2005, and related Directors' Report, Directors' Declaration and Auditors' Report.'*

**To consider, and if thought fit, to pass, with or without modification, the following resolutions each as an Ordinary Resolution:**

### **2. Ordinary Resolution 1: Election of a Director**

*'That Charles Christopher Agar Binks, a Director retiring by rotation in accordance with the Constitution of the Company, being eligible, is re-elected as a Director of the Company.'*

### **3. Ordinary Resolution 2: Election of a Director**

*'That Kevin James Shepherd, a Director retiring by rotation in accordance with the Constitution of the Company, being eligible, is re-elected as a Director of the Company.'*

### **4. Ordinary Resolution 3: Remuneration Report**

*'To approve the remuneration report as set out in the 2005 Annual Report. The vote on this resolution does not bind the Directors of the Company.'*

80 Marion Street  
Unley, SA 5061  
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[www.sundanceenergy.com.au](http://www.sundanceenergy.com.au)  
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## **SPECIAL BUSINESS:**

To consider, and if thought fit, to pass, with or without modification, the following resolution as an Ordinary Resolution:

### **5. Ordinary Resolution 4: Issue of Additional Ordinary Shares - Placement**

*'That, for the purposes of Australian Stock Exchange Limited (ASX) Listing Rule 7.1 and all other purposes, the Directors be authorised to issue, not later than three (3) months after the date of this Annual General Meeting, up to 30,000,000 additional fully paid ordinary shares in the Company, at a price of not less than eighty per cent (80%) of the average market price on the ASX calculated over the last five (5) days on which sales in the Company's ordinary shares were recorded before the day on which the issue is made, to qualified clients of member firms of the ASX or other investors. The allotment of these shares will occur progressively.'*

The Company will disregard any votes cast on this ordinary resolution by any person who may participate in the proposed issue, or who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if Resolution 4 is passed (a '**Participating Party**') and any associate of a Participating Party. However, the Company will not disregard a vote if:

(a) it is cast by a Participating Party as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) it is cast by a Participating Party who is chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **OTHER BUSINESS:**

To deal with any other business that may legally be brought forward in accordance with the Constitution and the *Corporations Act 2001*.

Explanatory notes for Agenda Items 1, 2, 3, 4 and 5 appear on the following pages.

## **By order of the Board**

Craig Gooden  
Company Secretary

15 September 2005

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## VOTING ENTITLEMENTS

The Company has determined that, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company's shares quoted on ASX at 5:00 pm (Adelaide time) on Tuesday 25 October 2005, will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote at the meeting.

## PROXIES

A shareholder who is entitled to attend and vote at the Annual General Meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A proxy form is included with this Notice of Annual General Meeting. If you require an additional proxy form, please contact Computershare Investor Services Pty Limited, GPO Box 1903, Adelaide, SA 5001, Australia.

If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.

A proxy need not be a shareholder of the Company.

To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 10.00am (Adelaide time) on Tuesday 25 October 2005.

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company's registered office at **80 Marion Street, Unley, South Australia 5061** (facsimile number **(08) 8271 0975**), or to the Company's share registrar, Computershare Investor Services Pty Limited, as listed below:

| Mail:   | In person:  | Fax:  |
|---|---|---|
| Sundance Energy Australia Limited<br>C/- Computershare Investor Services Pty Limited<br>GPO Box 1903<br>Adelaide SA 5001<br>Australia | Sundance Energy Australia Limited<br>C/- Computershare Investor Services Pty Limited<br>Level 5, 115 Grenfell Street<br>Adelaide SA 5001<br>Australia | Sundance Energy Australia Limited<br>C/- Computershare Investor Services Pty Limited<br>Fax: +618 8236 2305 |

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.

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# Annual General Meeting – Explanatory Notes

**Sundance Energy Australia Limited ABN 76 112 202 883**

This Explanatory Memorandum has been prepared for the information of shareholders in connection with the Annual General Meeting of shareholders to be held on Thursday 27 October 2005, at 10:00 am at the Minter Ellison Board Room at Level 16, 1 King William Street, Adelaide, South Australia.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting, and is a brief explanation of Agenda Items 1, 2, 3, 4 and 5 in the Notice of Annual General Meeting and why the Company is seeking this shareholder approval.

## **AGENDA ITEM 1**

### **Financial Statements and Reports**

The *Corporations Act 2001* (Cth) (***Corporations Act***) requires the financial report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and Auditor's Report to be laid before the AGM. There is no requirement either in the *Corporations Act* or the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports.

The auditor of the Company or their representative will be available to receive questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

A shareholder of the Company who is entitled to cast a vote at the AGM may submit a written question to the auditor if:

- (a) the question is relevant to:
  - (i) the content of the Auditor's Report to be considered at the AGM; or
  - (ii) the conduct of the audit of the annual financial report to be considered at the AGM; and
- (b) the shareholder gives the question to the Company no later than the fifth business day before the day on which the AGM is held.

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## **AGENDA ITEM 2**

### **Election of a Director**

Qualifications and Experience of the Director standing for re-election -

*Charles C.A. Binks (62) LLB, FAICD. Chairman  
(Director since February 2005)*

Charles Binks is a former Partner and Chairman, Minter Ellison Lawyers (Adelaide). He is also a Board member of Envestra Limited (since December 2001) and a Board member of the Wyatt Benevolent Trust Inc (since December 2002).

The Directors (other than Director Binks, who makes no recommendation) recommend that shareholders approve Resolution 1 for the re-election of Charles Christopher Agar Binks as a Director of the Company.

## **AGENDA ITEM 3**

### **Election of a Director**

Qualifications and Experience of the Director standing for re-election -

*Kevin J. Shepherd (50) Director CPA, BSc. In Business Administration  
(Director since February 2005)*

Kevin Shepherd has more than 26 years experience in the provision of wealth management and investment advisory services. He currently serves as a director on the board of the Mars Hill Graduate School in Seattle, Washington, and has served as a director of two US-based, publicly traded telecommunications companies.

The Directors (other than Director Shepherd, who makes no recommendation) recommend that shareholders approve Resolution 2 for the re-election of Kevin James Shepherd as a Director of the Company.

## **AGENDA ITEM 4**

### **Remuneration Report**

The Company's remuneration report is submitted to shareholders for consideration and adoption under a non-binding vote.

The Directors' Report for the period ended 30 June 2005 contains a remuneration report, which sets out the policy for the remuneration of the Directors, company secretaries and the senior managers.

The *Corporations Act* requires that a resolution be put to a vote that the remuneration report be adopted. The *Corporations Act* expressly provides that the vote is advisory only, and does not bind the Directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the remuneration report.



## **AGENDA ITEM 5**

### **Issue of Additional Ordinary Shares - Placement**

In addition, the Board seeks shareholder approval to, if necessary, raise further funds within the three months from the date of this Annual General Meeting, by the issue of up to 30,000,000 additional ordinary shares by placement to member firms of the ASX and other investors, at a price per share to be determined by negotiation but not less than eighty percent (80%) of the average market price for the Company's ordinary shares on the ASX for the last five (5) days on which sales in those shares were recorded prior to the date of the issue.

This is the placement set out in Resolution 4. If approved by shareholders, this would provide the Company with the flexibility to make a further placement or placements to investors, without requiring a prospectus, if the Board considers that it is in the interests of the Company to do so. The Directors propose to issue these shares to qualified clients of member firms of the ASX or other investors.

#### **How are the funds to be used?**

The Company intends to use all funds raised by the issue of new ordinary shares of the Company for petroleum exploration and development expenditures, examination of new petroleum and related projects, and payment of overheads and other non-operating costs, including the share issue expenses.

#### **Reasons for Seeking Shareholder Approval**

The Board seeks shareholder approval to raise funds, if appropriate, by way of a placement to qualified clients of member firms of the ASX, i.e. brokers, or other private investors.

Your Directors seek shareholder approval to do so, as they consider that this provides the most efficient, cost-effective and fastest way of raising additional funds.

Under the ASX Listing Rules, the Company may not issue shares, or options over unissued shares, comprising more than 15% of its issued share capital, in any 12 month period without shareholder approval. This is subject to limited exceptions. Shareholder approval is sought to issue a maximum of 30,000,000 additional ordinary shares in the Company. For this reason shareholder approval is sought for the proposed issue of shares under the placement(s). If shareholder approval is granted, the Company may issue a lesser number of shares up to the maximum of 30,000,000 shares.

#### **When will the grant take place?**

No allotment date has been fixed for the shares which are the subject of Resolution 4, and the allotment of these shares will occur progressively, assuming that the Directors decide to proceed with that placement.

All of the shares must be issued not later than three (3) months after the date of this Annual General Meeting.

#### **Directors' Recommendation**

The Directors unanimously recommend that members approve Resolution 4 for the granting of authority to issue additional ordinary shares as outlined above.



Mark this box with an 'X' if you have made any changes to your address details (see reverse)

## Proxy Form

**All correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 1903 Adelaide  
South Australia 5001 Australia  
Enquiries (within Australia) 1300 556 161  
(outside Australia) 61 3 9415 4000  
Facsimile 61 8 8236 2305  
www.computershare.com

### Appointment of Proxy

I/We being a member/s of Sundance Energy Australia Limited and entitled to attend and vote hereby appoint

the Chairman  
of the Meeting  
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to 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 of Sundance Energy Australia Limited to be held at the Minter Ellison Board Room, Level 16, 1 King William Street, Adelaide SA 5000 on 27th October 2005 at 10.00 am and at any adjournment of that meeting.

#### IMPORTANT: FOR ITEM 4 BELOW




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 on Item 4 below, please place a mark in this box. 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 that item and that votes cast by him, other than as 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 Item 4 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

Voting directions to your proxy - please mark  to indicate your directions

|  | For                      | Against                  | Abstain*                 |
|--|--------------------------|--------------------------|--------------------------|
| 1. Re-elect Charles Binks as a Director            | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-elect Kevin Shepherd as a Director           | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Approve the Remuneration Report                 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Issue of Additional Ordinary Shares - Placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

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

### Appointing a second Proxy

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy.

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

### PLEASE SIGN HERE

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

SEA

5 PR

## How to complete the Proxy Form

### 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

### 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### 4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (c) return both forms together in the same envelope.

### 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at [www.computershare.com](http://www.computershare.com).

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 10.00 am on 27th October 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Documents may be lodged:

- IN PERSON Registered Office - 80 Marion Street, UNLEY SOUTH AUSTRALIA 5061 AUSTRALIA  
Share Registry - Computershare Investor Services Pty Limited, Level 5, 115 Grenfell Street, Adelaide SA 5000 Australia
- BY MAIL Registered Office - 80 Marion Street, UNLEY SOUTH AUSTRALIA 5061 AUSTRALIA  
Share Registry - Computershare Investor Services Pty Limited, GPO Box 1903, Adelaide SA 5001 Australia
- BY FAX 61 88236 2305