

**Form 604  
Corporations Act 2001  
Section 671B**

**Notice of change of interests of substantial holder**

**To:** Sundance Energy Limited  
**ACN:** 112 202 883  
**ASX Code:** SEA

**1. Details of substantial holder**

**Name:** IOOF Holdings Limited  
**ACN:** 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 15/09/2014  
The previous notice was given to the company on: 11/07/2013  
The previous notice was dated: 09/07/2013

**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate had a relevant interest in when last required and when now required to give a substantial holding notice to the company or scheme, are as follows:

Class of securities	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	34,259,557	7.406%	35,016,997	6.380%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date	Person	Nature	Consideration	Class & number (ord)	Person's votes
10/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 170,425.36	- 174,279	- 174,279

11/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 7,354.38	- 7,521	- 7,521
17/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,319,724.00	- 1,341,263	- 1,341,263
18/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 400,634.68	- 405,001	- 405,001
19/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 218,221.08	- 217,896	- 217,896
22/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 242,466.40	- 243,001	- 243,001
23/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 9,500.05	- 9,521	- 9,521
24/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 498,899.98	- 500,000	- 500,000
26/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 700,455.58	- 700,000	- 700,000
29/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 8,358.83	- 8,213	- 8,213
6/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 9,148.13	- 9,150	- 9,150
15/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 18,163.95	- 17,760	- 17,760
19/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 447,326.23	441,402	441,402
20/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 371,836.71	367,347	367,347
21/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 467,804.74	460,197	460,197
2/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 192,524.70	177,564	177,564
10/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 182,371.55	170,865	170,865
19/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,164,903.06	1,074,515	1,074,515
20/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 268,340.07	250,125	250,125
23/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 217,417.78	203,528	203,528
24/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 674,758.63	632,839	632,839
25/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 632,012.21	589,369	589,369
26/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 910,308.28	850,000	850,000
27/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 125,613.42	117,138	117,138
30/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 641,604.91	605,444	605,444
1/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 228,663.51	219,555	219,555
28/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 51,129.68	- 46,584	- 46,584

29/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 881,472.73	- 803,992	- 803,992
31/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 311,349.59	278,250	278,250
1/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,227,064.16	- 1,089,300	- 1,089,300
4/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,388,287.26	- 1,192,946	- 1,192,946
5/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,931,269.07	- 1,655,698	- 1,655,698
12/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 379,518.95	340,462	340,462
13/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 371,613.27	338,663	338,663
14/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 24,967.99	22,808	22,808
15/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 205,287.80	187,924	187,924
29/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 131,525.72	130,002	130,002
2/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 809,066.04	807,290	807,290
16/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,512.18	9,508	9,508
31/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 678.89	682	682
2/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 3,366.49	- 3,408	- 3,408
3/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,002,803.36	- 1,014,961	- 1,014,961
17/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 513,007.94	- 507,100	- 507,100
22/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 323,299.33	- 313,345	- 313,345
23/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 824,674.65	- 800,655	- 800,655
29/01/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,653.25	4,560	4,560
3/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,204.13	1,180	1,180
6/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,883.73	2,987	2,987
7/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 837,220.67	- 794,345	- 794,345
10/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 600.85	551	551
25/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,224,500.00	9,710,000	9,710,000
28/02/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 28,762.20	30,276	30,276
11/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,185.40	3,200	3,200

14/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,830.66	5,080	5,080
19/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,189.01	1,238	1,238
24/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 836.94	876	876
26/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 2,572.78	2,707	2,707
28/03/2014	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 86,694.01	91,257	91,257
28/03/2014	IOOF Investment Management Limited (ACN 006 695 021)	Purchased on market	\$ 848.49	893	893
31/03/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,707.63	1,778	1,778
3/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,032.04	1,069	1,069
4/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,237.80	9,724	9,724
9/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,682.74	1,743	1,743
14/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 524.63	552	552
14/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 58,416.50	61,464	61,464
16/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,695.57	1,803	1,803
29/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 111,751.76	- 107,404	- 107,404
30/04/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,867.12	- 1,817	- 1,817
1/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 38,446.19	- 37,049	- 37,049
20/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 706,266.94	741,885	741,885
21/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 102,468.28	107,863	107,863
30/05/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 9,711.85	8,908	8,908
3/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 4,656.15	4,351	4,351
10/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,051.20	982	982
13/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 348,261.58	- 323,385	- 323,385
24/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 654.50	560	560
25/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 761.12	668	668
26/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 45,807.00	- 40,000	- 40,000
27/06/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 862.54	736	736

2/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 916,206.87	- 764,222	- 764,222
4/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 182,840.83	- 148,520	- 148,520
9/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 58,135.67	- 46,697	- 46,697
14/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 120,422.96	- 98,925	- 98,925
15/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 71,107.68	- 58,270	- 58,270
16/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,288.62	2,722	2,722
17/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 835,856.60	- 686,456	- 686,456
22/07/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 3,459.78	2,711	2,711
1/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	\$ 166,998.90	121,830	121,830
6/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 79,834.17	- 57,665	- 57,665
13/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 257,652.00	- 187,116	- 187,116
20/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 458,339.23	- 328,107	- 328,107
29/08/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,453.92	15,768	15,768
8/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 11,583.12	- 8,599	- 8,599
9/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,330,466.52	- 1,000,000	- 1,000,000
10/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,606,101.91	- 1,238,187	- 1,238,187
11/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 547,896.55	- 417,856	- 417,856
12/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 935,021.89	- 711,745	- 711,745
15/09/2014	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 518,856.00	- 400,000	- 400,000

#### 4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	3,119,811	3,119,811

Perennial Investment Partners Limited (ACN 087 901 620)	Northern Trust		Investment Manager	12309692	12309692
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	11261843	11261843
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	1947964	1947964
Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	5792903	5792903
IOOF Investment Management Limited (ACN 006 695 021)	NAB Asset Servicing		Investment Manager	92,150	92,150
Perennial Investment Partners Limited (ACN 087 901 620)	MERRIL LYNCH AUSTRALIA		Investment Manager	492,634	492,634

## 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name & ACN	Nature of association
Not applicable	

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Sundance Energy Australia Limited	32 Beulah Rd Norwood SA 5067
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000