

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96. Origin: Appendix 5. Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity: **SANDFIRE RESOURCES NL**

ABN: **55 105 154 185**

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|---|--|
| 1 | +Class of +securities issued or to be issued | Performance Rights (Rights). |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 164,866 |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion). | <p>On vesting, each Right entitles the holder to one fully paid ordinary share.</p> <p>Vesting of the Rights is subject to satisfaction of performance conditions and otherwise subject to the rules of the Sandfire Resources NL Long Term Incentive Plan. The performance conditions will measure Sandfire's Total Shareholder Return (TSR) performance against a comparator group of companies over the performance period, being 1 July 2019 to 30 June 2022.</p> <p>Testing of the relative TSR hurdle will occur shortly after the end of the performance period, and based on the testing results, the number of Rights that vest (if any) will be determined by the Board.</p> <p>Rights that vest may be exercised without payment of an exercise price. Rights that do not vest will expire.</p> |

+ See chapter 19 for defined terms.

<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>No – the Rights do not carry the right to vote, receive dividends, or any other right of an ordinary shareholder.</p> <p>If the Rights vest in accordance with their terms, holders will receive one fully paid ordinary share for each vested Right.</p>
<p>5 Issue price or consideration</p>	<p>The Rights were issued for nil consideration.</p> <p>The number of Rights granted was calculated based on the Volume Weighted Average Price (VWAP) for Sandfire shares traded during the 5 trading days immediately prior to the grant date, being 28 June 2019. The VWAP was \$6.67 per share.</p>
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>The issue of the Rights was made to Mr Karl Simich (Managing Director) under the Sandfire Resources NL Long Term Incentive Plan and the issue was approved by shareholders at the Company’s AGM held 27 November 2019.</p>
<p>6a Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h in relation to the +securities the subject of this Appendix 3B, and comply with section 6i</p>	<p>No.</p>
<p>6b The date the security holder resolution under rule 7.1A was passed</p>	<p>N/A.</p>
<p>6c Number of +securities issued without security holder approval under rule 7.1</p>	<p>N/A.</p>
<p>6d Number of +securities issued with security holder approval under rule 7.1A</p>	<p>N/A.</p>
<p>6e Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)</p>	<p>N/A.</p>
<p>6f Number of securities issued under an exception in rule 7.2</p>	<p>N/A.</p>

+ See chapter 19 for defined terms.

6g If securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the issue date and both values. Include the source of the VWAP calculation. N/A.

6h If securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements N/A.

6i Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements N/A.

7 ⁺Issue dates
 Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.
 Cross reference: item 33 of Appendix 3B. The Rights were allotted on 27 November 2019.

	Number	⁺ Class
8	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	178,028,967 Ordinary fully paid shares (SFR).

	Number	⁺ Class
9	Number and ⁺ class of all ⁺ securities not quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	375,755 Performance rights vesting not earlier than 1 July 2020. 225,542 Performance rights vesting not earlier than 1 July 2021. 322,615 Performance rights vesting not earlier than 1 July 2022.

10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests) The Company does not have a dividend policy.

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?

12 Is the issue renounceable or non-renounceable?

13 Ratio in which the ⁺securities will be offered

14 ⁺Class of ⁺securities to which the offer relates

15 ⁺Record date to determine entitlements

+ See chapter 19 for defined terms.

- | | |
|---|--|
| 16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | |
| 17 Policy for deciding entitlements in relation to fractions | |
| 18 Names of countries in which the entity has security holders who will not be sent new offer documents

<small>Note: Security holders must be told how their entitlements are to be dealt with.
Cross reference: rule 7.7.</small> | |
| 19 Closing date for receipt of acceptances or renunciations | |
| 20 Names of any underwriters | |
| 21 Amount of any underwriting fee or commission | |
| 22 Names of any brokers to the issue | |
| 23 Fee or commission payable to the broker to the issue | |
| 24 Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | |
| 25 If the issue is contingent on security holders' approval, the date of the meeting | |
| 26 Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled | |
| 27 If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | |
| 28 Date rights trading will begin (if applicable) | |
| 29 Date rights trading will end (if applicable) | |
| 30 How do security holders sell their entitlements <i>in full</i> through a broker? | |

+ See chapter 19 for defined terms.

- 31 How do security holders sell *part* of their entitlements through a broker and accept for the balance?
- 32 How do security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Issue date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of ⁺securities
(tick one)
- (a) ⁺Securities described in Part 1
- (b) All other ⁺securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

Entities that have ticked box 34(b)

- 38 Number of ⁺securities for which ⁺quotation is sought
- 39 ⁺Class of ⁺securities for which quotation is sought

⁺ See chapter 19 for defined terms.

