

21 September 2022

Dear Shareholder

Re: Notice of Meeting on Friday, 21 October 2022 at 1.00pm (AEDT)

Notice is hereby given that the Annual General Meeting of Shareholders of Sunrise Energy Metals Limited (**Company**) will be held virtually via a live webcast at 1.00pm (AEDT) on Friday, 21 October 2022 (**Meeting**).

In accordance with recent amendments to the *Corporations Act 2001 (Cth)*, the Company is sending this notification letter instead of dispatching physical copies of the Notice of Meeting. The Notice of Meeting and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically. This means that:

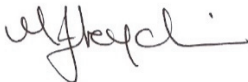
- You can access the Meeting Materials online at the Company's website <https://www.sunriseem.com/investors/general-meeting/> or at or at the Company's share registry's online voting site, Investor Vote at www.investorvote.com.au.
- A complete copy of the Meeting Materials has been posted to the Company's ASX Market Announcements page at www.asx.com.au under the Company's ASX code "SRL".

If you would like to receive electronic communications from the Company in the future, please update your communication elections online at www.investorcentre.com. If you have not yet registered, you will need your shareholder information including SRN/HIN details.

If you are unable to access the Meeting Materials online please contact our share registry, Computershare, on www.investorcentre.com or by phone on +61 (0)3 9415 4000 or 1300 850 505 (within Australia) between 8.30am and 5.00pm Monday to Friday, to obtain a copy.

As noted above, the Meeting will be held as a virtual meeting. Details on how to register to attend the Meeting are contained in the Meeting Materials. The Company strongly recommends to Shareholders to lodge a directed proxy as soon as possible in advance of the Meeting even if they are planning to attend the Meeting online.

Yours sincerely,



Melanie Leydin
Company Secretary



SUNRISE ENERGY METALS LIMITED
ACN 127 457 916

Notice of Annual General Meeting

Date of meeting:
Friday, 21 October 2022

Time of meeting:
1.00pm (Melbourne time)

The Meeting will be held via live webcast at:
<https://meetnow.global/MT5KUSS>

Following recent modifications brought to the *Corporations Act 2001 (Cth)* which provide for permanent relief for companies to use electronic communications to send meeting materials, no hard copy of the Notice of Meeting and Explanatory Statement (**AGM Materials**) will be circulated, unless shareholders have elected to receive the AGM Materials in paper form. The Notice of Meeting is also available on the Australian Securities Exchange Announcement platform and on the Company's website <https://www.sunriseem.com/investors/general-meeting/>.

This Notice of Meeting and Explanatory Statement should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional advisor without delay.

SUNRISE ENERGY METALS LIMITED

ACN 127 457 916

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“AGM” or “Meeting”) of shareholders of Sunrise Energy Metals Limited (the “Company” or “SRL”) will be held virtually via live webcast on Friday, 21 October 2022 at 1.00pm (AEDT).

The technology used to hold the Meeting virtually will provide SRL Shareholders with a reasonable opportunity to ask questions or make comments (ensuring that shareholders who are participating remotely are able to actively do so). Voting at the Meeting is occurring by way of a poll rather than a show of hands, where each person entitled to vote is to be given the opportunity to vote in real time. This Notice of Meeting includes information about how shareholders can participate in the Meeting.

SRL Shareholders can attend and participate in the virtual Meeting via the following link:

<https://meetnow.global/MT5KUSS>

Further information on how to participate virtually is set out below.

SRL Shareholders are strongly encouraged to submit their proxies as early as possible. To lodge your proxy, please follow the directions on your personalised proxy form which will be delivered to you by mail or email.

If it becomes necessary or appropriate to make alternative arrangements for the holding or conducting of the Meeting, SRL will make further information available through the ASX website at asx.com.au (ASX: SRL) and on its website. SRL Shareholders should monitor SRL’s website and its ASX announcements for any updates.

ATTENDING AND PARTICIPATING IN THE MEETING VIRTUALLY

Registration:

Registration opens at 12.30pm (AEDT) on Friday, 21 October 2022.

SRL Shareholders must use the Computershare Meeting Platform to attend and participate in the Meeting. The online meeting guide on how to attend and participate at the Meeting is available at www.computershare.com.au/virtualmeetingguide.

To participate in the Meeting, you can log in by entering the following URL <https://meetnow.global/MT5KUSS> on your computer, tablet, or smartphone. Online registration will open 30 minutes before the Meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their login details.

To participate in the Meeting online follow the instructions below:

1. Click on ‘Join Meeting Now’.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the Meeting to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and ‘Click Continue’.

You can view the Meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the Meeting is in progress.

If you are not able to attend the Meeting to vote, the Board encourages you to lodge your votes online at www.investorvote.com.au. You will require the control number (181244), your HIN/SRN and postcode/domicile code to access online voting.

SRL is happy to accept and answer questions submitted prior to the Meeting by email to info@sunriseem.com. SRL will address relevant questions during the Meeting or by written response after the Meeting (subject to the discretion of SRL not to respond to unreasonable and / or offensive questions).

COMMUNICATION WITH SHAREHOLDERS

We encourage shareholders to take advantage of electronic communications. By signing up to receive e-communications you will be helping to reduce print, paper and postage costs and the associated environmental impact. To sign up for e-communications visit www.computershare.com.au/easyupdate/SRL.

Shareholders can still elect to receive some or all of their communications in physical or electronic form or elect not to receive certain documents such as annual reports. Unless you elect otherwise, we will provide our Annual Reports and AGM materials to you by making them available on our website, <https://www.sunriseem.com/>.

Should you need assistance, please feel free to contact Computershare at <https://www.computershare.com/au/individuals/i-am-a-shareholder/contact-us>.

SUNRISE ENERGY METALS LIMITED

ACN 127 457 916

AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice, includes defined terms and describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement, and the Proxy Form in their entirety.

ORDINARY BUSINESS

Receipt & Consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2022.

There is no requirement for this item of business to be the subject of a Shareholder vote. Accordingly, no resolution will be put to Shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That for the purposes of section 250R(2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors’ Report) for the financial year ended 30 June 2022 be adopted.”

Resolution 2: Re-Election of Ms Stefanie Loader as a Director of the Company

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

“That Ms Stefanie Loader, who retires by rotation in accordance with the Company’s Constitution, and who offers herself for re-election, be re-elected as a Director of the Company.”

Resolution 3: Approval to Issue 204,780 Performance Rights to Mr Sam Riggall

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, shareholders approve the grant of up to 204,780 performance rights, to acquire shares in the Company, under the Employee Incentive Plan to Mr Sam Riggall (or his nominee) on the terms or conditions as described in the Explanatory Statement.”

Resolution 4: Approval to Issue 146,444 Performance Rights to Mr Sam Riggall

To consider and, if thought fit, pass the following as an **ordinary resolution**:

“That, under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes, shareholders approve the grant of up to 146,444 performance rights, to acquire shares in the Company, under the Employee Incentive Plan to Mr Sam Riggall (or his nominee) on the terms or conditions as described in the Explanatory Statement.”

SPECIAL BUSINESS

Resolution 5: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a **special resolution**:

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve 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 in the Explanatory Statement.”

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'Melanie Leydin', with a horizontal line extending to the right.

Melanie Leydin
Company Secretary
21 September 2022

Notes

1. **Entire Notice:** The details of the Resolutions contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm (AEDT) on the date 48 hours before the date of the Annual General Meeting. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each Shareholder has a right to appoint one or two proxies.
 - c. A proxy need not be a shareholder of the Company.
 - d. If a Shareholder is a company, it must execute under its common seal or otherwise in accordance with its Constitution or the Corporations Act.
 - e. Where a Shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
 - f. If a Shareholder appoints two proxies, and the appointment does not specify the proportion or number of the Shareholder's votes, each proxy may exercise half of the votes. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - g. A proxy must be signed by the Shareholder or their attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - h. To be effective, proxy forms must be received by the Company's share registry (Computershare Investor Services Pty Limited) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 1.00pm (AEDT) on Wednesday, 19 October 2022. Any proxy received after that time will not be valid for the scheduled Meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising them to act as that company's representative. The authority may be sent to the Company and/or share registry in advance of the Meeting.

5. Voting Exclusion Statement:

Resolution 1

In accordance with Sections 250R(4) and 250BD of the Corporations Act, a vote must not be cast, and the Company will disregard any votes cast, on this Resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) ("**KMP**") or a closely related party of such a member, unless the vote is cast by that person ("**KMP Voter**") as proxy for a person entitled to vote on this Resolution and either:

- a. The KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. The KMP Voter is the Chair of the Meeting and the proxy form expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of KMP.

Any undirected proxies held by Directors or other KMP (excluding the Chair) or their closely related parties for the purposes of this Resolution will not be voted on this Resolution. Accordingly, if you appoint a member of KMP as your proxy, please ensure that you direct them on how to vote.

Resolution 2

There is no voting exclusion on this Resolution.

Resolutions 3 and 4

The Company will disregard any votes cast in favour of either of these Resolutions by or on behalf of:

- a. a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Incentive Plan, being Mr Sam Riggall; or
- b. an associate of that person.

However, this does not apply to a vote cast in favour of either of these Resolutions by:

- a. a person as a proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- b. the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- c. a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Furthermore, a vote must not be cast as proxy on Resolutions 3 or 4 by a member of the KMP (as defined by the Corporations Act) or a closely related party of KMP.

However, a person described above (a **“Restricted Voter”**) may cast a vote on any of Resolutions 3 or 4 as a proxy if:

- a. The Restricted Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution(s); or
- b. The Chair is the Restricted Voter and the written appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution(s) or expressly authorises the Chair to exercise the proxy even though the Resolution(s) is or are connected with the remuneration of a member of the KMP.

If you appoint the Chair as your proxy and you do not direct the Chair how to vote, you will be expressly authorising the Chair to exercise the proxy even if the relevant resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.

Resolution 5

As at the date of despatch of this Notice, the Company is not proposing to make an issue of Equity Securities under Listing Rule 7.1A.2 and, therefore, a voting exclusion statement on this Resolution is not required by Listing Rule 7.3A.7 as at that date.

However, if, between the date of dispatch of this Notice and the date of the Meeting, the Company proposes to make an issue of Equity Securities under Listing Rule 7.1A.2, the Company will disregard votes cast in favour of Resolution 5 by or on behalf of:

- (a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder or ordinary securities in the Company); or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Resolution 5; and
 - ii. the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt & Consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2022 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditor's report) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. Alternatively, you may access the Annual Report at the Company's website <https://www.sunriseem.com/> or via the Company's announcement platform on ASX. There is no requirement for this item of business to be the subject of a Shareholder vote. Except as set out in Resolution 1, no resolution is required on these reports.

ORDINARY BUSINESS

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2022 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent 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) must go up for re-election.

At the Company's last Annual General Meeting, the votes cast against the Remuneration Report represented less than twenty-five percent (25%) of the total votes cast and accordingly, a spill resolution will not, under any circumstances, be required for the Meeting.

Voting Exclusions

A voting exclusion statement is set out in Note 5 of the Notice.

Board Recommendation

The Board encourage all eligible shareholders to cast their votes in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 2: Re-Election of Ms Stefanie Loader as Director of the Company

Background

The Constitution of the Company requires that while the Company is admitted to the Official List, at least one Director (excluding the Managing Director) must stand for election / re-election at each Annual General Meeting (clause 20.2). A Director (excluding the Managing Director) must not hold office without re-election following the third Annual General Meeting after that Director's appointment or last re-election, or for more than three years, whichever is the longest (clauses 20.1(a) and (b)). If no Director is standing for election or re-election or is required to retire at an annual general meeting under clause 20.1 or clause 20.2, then the Director who has been longest in office since that Director's last election must retire from office at that annual general meeting. If two or more Directors have each been longest in office since their (re) election on the same day, they must agree among themselves, otherwise this will be determined by lot (clause 20.4). Ms Stefanie Loader is retiring in accordance with these requirements and, being eligible, offers herself for re-election.

Ms Loader joined the Board as a Non-Executive Director in July 2017. Stefanie Loader is a former mining industry executive with broad international experience having worked in exploration, project evaluation and development, mining, and corporate roles across seven countries and four continents. Residing in Central West NSW, Ms Loader was most recently Managing Director of Northparkes copper and gold mine for CMOC International. Stefanie Loader is currently a director at Port Waratah Coal Services Ltd, Forestry Corporation of NSW, and in ASX listed company St Barbara Limited (ASX: SBM). She was also a former director at Clean TeQ Water Limited (ASX: CNQ).

Ms Loader was awarded an AICD Australian Government Board Diversity Scholarship and completed the AICD Company Directors Course in 2015.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Ms Loader abstaining) recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 3: Approval to Issue 204,780 Performance Rights to Mr Sam Riggall

Background

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of such a Director to acquire securities under an employee incentive scheme without prior approval of Shareholders. Accordingly, approval is sought pursuant to Listing Rule 10.14 for the grant of up to 204,780 performance rights ("Rights") to Mr Sam Riggall, Managing Director and Chief Executive Officer, on the terms of the Company's Employee Incentive Plan ("EIP") and the Employee Incentive Plan Rules ("EIPR"), with the Rights having a vesting date of 1 January 2025 and vesting period from 1 January 2022 to 31 December 2024.

On 10 March 2022, the Company announced the issue of various performance rights to employees. The proposed issue of performance rights to Mr Riggall contemplated by this Resolution are on the same terms as those issued to the other employees at that time.

The number of Rights proposed to be granted to Mr Riggall is based on his applicable long-term incentive ("LTI") percentage under the Board approved EIP, his applicable total fixed remuneration ("TFR") and the ASX volume weighted average price of the Company in December 2021 of approximately \$1.79 per share. Note that between 1 July 2020 and 31 December 2021 Mr Riggall volunteered to take a 20% reduction in TFR. However, Mr Riggall's other entitlements, including his ongoing participation in the Company's LTI Plan, continue to be based on his TFR that would have applied had he not volunteered for the reduction in TFR.

The Company's approach to remuneration is to ensure that remuneration received by KMP is closely linked to the Company's performance and the returns generated for shareholders. Performance-linked compensation includes both short-term and long-term incentives and is designed to incentivise and reward employees for meeting or exceeding Company-wide and individual objectives. The short-term incentive ("STI") is an "at risk" bonus provided in the form of cash and/or shares, while the LTI is provided as options and performance rights over ordinary shares of the Company. The STI and LTI plans provide for the Board to be able to exercise discretion on the award of cash bonuses, options, and performance rights.

Within the established remuneration framework, each employee is assigned a level which reflects the seniority and responsibility associated with their role. This level determines an employees' participation in the STI and LTI, and therefore, the proportion of their total remuneration which is linked to performance. Senior executives of the Company have a higher proportion of their total potential remuneration 'at risk'. The applicable annual incentive plan metrics as at 1 July 2021 are detailed below.

Percentage of TFR	Level 1 (CEO)	Level 2	Level 3	Level 4	Level 5
STI – bonus	20%	20%	20%	20%	20%
LTI – performance rights	150%	100%	20%	10%	5%

Total Remuneration Breakdown	Level 1 (CEO)	Level 2	Level 3	Level 4	Level 5
STI – bonus	7%	9%	14%	15%	16%
LTI – performance rights	56%	46%	14%	8%	4%
Total at risk	63%	55%	28%	23%	20%

The Board considers that the performance-linked compensation structure outlined in the EIP will generate the desired outcome in respect of attracting and retaining high calibre employees and aligning employee performance with shareholder interests.

The provision of Rights to Mr Riggall pursuant to the LTI plan comprises a significant component of his 'at risk' remuneration. These Rights are intended to align Mr Riggall's long-term performance over the vesting period with the interests of Shareholders as well as acting as a retention incentive.

The Board has concluded that the remuneration package for Mr Riggall is reasonable and appropriate having regard to the circumstances of the Company and his duties and responsibilities as Managing Director and Chief Executive Officer.

Conditions and Hurdles for Performance Rights

Performance Rights	
Vesting Date:	1 January 2025
Vesting Period:	1 January 2022 to 31 December 2024
Vesting Conditions:	The vesting of any of the Rights is dependent on Mr Riggall meeting the Service and Performance Conditions. Collectively these conditions are known as the Vesting Conditions .
Service Condition:	Continuous employment by Mr Riggall in his current position (or equivalent) from Grant Date to Vesting Date. Subject to the EIP Rules, the Rights will generally lapse on resignation or dismissal.
Other Conditions:	The other conditions of the Rights are as per the EIP Rules.

Performance Conditions:

Up to 100% of the Rights granted will vest to the extent that the Total Shareholder Return (TSR) for the Company outperforms the Performance Hurdles over the Performance Period. TSR is defined as the total return of a share to an investor (capital gain plus dividends received). The Volume Weighted Average Prices (VWAP) traded on the ASX in the one month preceding the commencement of the Vesting Period compared to the VWAP of shares in the one month preceding the Vesting Date will be used in measuring TSR over the Performance Period.

Performance Hurdle 1: 50% Rights vesting conditional on SRL's absolute TSR performance

SRL TSR over measurement period	% of Rights vesting
12.5% p.a. compounding annually or greater	100%
7.5% p.a. compounding annually	50%^
Less than 7.5% p.a. compounding	0%

^ Straight line pro-rata vesting between 7.5% and 12.5%

Performance Hurdle 2: 50% Rights vesting conditional on SRL's TSR performance compared to the ASX300 metals and mining index (ASX: XMM) ('Index')

Performance level	SRL performance relative to the Index over the measurement period	% of Rights vesting^^
Stretch	≥ Index movement +15%	100%
Between target & stretch	> Index movement + 5% & <15%	Pro-rata
Target	Index movement +5%	50%
Between threshold & target	> Index movement & <5%	Pro-rata
Threshold	= Index movement	25%
Below threshold	< Index movement	0%

^^ Provided that zero Rights would vest if the SRL TSR is negative over the measurement period.

Any Rights which fail to vest on the Vesting Date will immediately lapse unless the People, Governance & Sustainability Committee or the Board decides exceptional circumstances justify the reduction or waiver in whole or in part of the Vesting Conditions. There is no ability to re-test whether or not the Vesting Conditions have been satisfied after the Vesting Period has ended.

Information provided in accordance with Listing Rule 10.15

- The proposed recipient is Mr Sam Riggall, the Chief Executive Officer and Managing Director of the Company.
- As a director of the Company, Mr Riggall falls into the category described in Listing Rule 10.14.1.
- A total of 204,780 Rights are being proposed to be granted to Mr Riggall.
- The current total remuneration package of Mr Riggall is \$641,416 consisting of \$513,133 total fixed remuneration plus up to a maximum of \$128,283 STI cash bonus.
- The number of securities on issue that have previously been granted to Mr Riggall under the EIP, as approved at the 2020 Annual General Meeting of the Company, is outlined below:

Number and type of securities (post-consolidation)	Average acquisition price
711,003 Unlisted Performance Rights*	Nil

*excluding the performance rights proposed under Resolutions 3 and 4.

- The Rights which, upon vesting, will result in the issue of up to 204,780 fully paid ordinary shares pursuant to the Company's EIP. To be vested, the Rights conditions and hurdles outlined on page 10 have to be satisfied.

- g. The Company is issuing Rights as a form of equity security as it is a cost effective, non-cash incentive which closely links rewards with performance. The number of Rights offered has been calculated based on the ASX volume weighted average price of SRL in December 2021 of \$1.79 per share, with the Rights estimated to be valued (for accounting purposes) at approximately \$291,000, being \$1.42 per Right, based on an independent valuation of the November 2021 grant of Rights to Mr Riggall under the Company's Employee Incentive Plan.
- h. If Shareholder approval is obtained, the Rights will be granted no later than one month after the Meeting.
- i. The Rights will be issued for no consideration.
- j. A summary of the material terms of the EIP has been provided under **Annexure A**.
- k. No loan will be made by the Company in relation to the grant of the Rights to Mr Riggall.
- l. Details of any securities issued under the EIP will be published in each annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- m. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after this Resolution is approved and who are not named in this Notice and Explanatory Statement will not participate until approval is obtained under that rule.

If shareholders approve this Resolution, the Company will proceed with the issue of Rights to Mr Riggall on the terms and conditions as set out in this Notice. Furthermore, Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. If shareholder approval is given for the purposes of ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1, and the Rights issued pursuant to this Resolution will not deplete the Company's 15% placement capacity under ASX Listing Rule 7.1.

If shareholders do not approve this Resolution, the proposed issue of Rights to Mr Riggall will not proceed, and the Board will need to consider alternative remuneration options. To ensure SRL can attract and retain the executive talent, the Board considers it is important for SRL to offer incentives to its directors and executives that are in line with market practice and in alignment with the interests of shareholders.

Termination Benefits approval – sections 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Riggall's unvested Rights in the event Mr Riggall ceases employment in 'good leaver' circumstances being cessation other than due to resignation or dismissal for cause or poor performance and for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Mr Riggall ceases as a 'bad leaver' (which includes by resignation or dismissal for poor performance), all unvested Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Mr Riggall's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act. The approval will be effective from the date the Resolution is passed until the conclusion of the 2025 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Rights given in connection with Mr Riggall ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- a. the number of Rights held by Mr Riggall prior to cessation of his employment;
- b. the date when, and circumstances in which, Mr Riggall ceases employment;
- c. whether performance hurdles are waived or (if not waived) met, and the number of Rights that vest (which could be all of the Rights held by Mr Riggall); and
- d. the market price of the Company's shares on the ASX on the date Shares are provided to Mr Riggall upon vesting of the Rights.

Corporations Act – Chapter 2E

The Board has formed the view that the issues of Rights to Mr Riggall (or his nominee) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute “reasonable remuneration” in accordance with section 211 of the Corporations Act.

A “financial benefit” is defined in section 229 of the Corporations Act and includes granting an option to a related party. Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- a. directors of the public company (section 228(2)(a)); and
- b. an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Rights aligns the interests of Mr Riggall with the interests of Shareholders. The grant of Rights to Mr Riggall is a cost-effective form of remuneration when compared to the payment of cash consideration. The Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, compensating Mr Riggall in Rights is in line with current market practices.

If this Resolution is passed and the Rights are issued, Mr Riggall will have a relevant interest in 915,783 Performance Rights.

Voting Exclusions

A voting exclusion statement is set out under Note 5 of this Notice.

Board Recommendation

The Board (with Mr Riggall abstaining given his personal interest in this Resolution) recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 4: Approval to Issue 146,444 Performance Rights to Mr Sam Riggall

Background

ASX Listing Rule 10.14 provides that the Company must not permit a Director or an associate of such a Director to acquire securities under an employee incentive scheme without prior approval of Shareholders. Accordingly, approval is sought pursuant to Listing Rule 10.14 for the grant of up to 146,444 performance rights (“Rights”) to Mr Sam Riggall, Managing Director and Chief Executive Officer, on the terms of the Company's EIP and the EIPR, with the Rights having a vesting date of 1 July 2025 and a vesting period from 1 July 2022 to 30 June 2025.

On 24 August 2022, the Company announced the issue of various performance rights to employees. The proposed issue of performance rights to Mr Riggall contemplated by this Resolution are on the same terms as those issued to the other employees at that time.

The number of Rights proposed to be granted to Mr Riggall is based on his applicable LTI percentage under the Board approved EIP, his applicable TFR and the ASX volume weighted average price of the Company in June 2022 of approximately \$2.63 per share.

The Company's approach to remuneration is to ensure that remuneration received by KMP is closely linked to the Company's performance and the returns generated for shareholders. Performance-linked compensation includes both short-term and long-term incentives and is designed to incentivise and reward employees for meeting or exceeding Company-wide and individual objectives. The STI is an “at risk” bonus provided in the form of cash and/or shares, while the LTI is provided as options and performance rights over ordinary shares of the Company. The STI and LTI plans provide for the Board to be able to exercise discretion on the award of cash bonuses, options, and performance rights.

Within the established remuneration framework, each employee is assigned a level which reflects the seniority and responsibility associated with their role. This level determines an employees' participation in the STI and LTI, and therefore, the proportion of their total remuneration which is linked to performance. Senior executives of the Company have a higher proportion of their total potential remuneration ‘at risk’. The applicable annual incentive plan metrics have been outlined on page 9 of the AGM Materials.

The Board considers that the performance-linked compensation structure outlined in the EIP will generate the desired outcome in respect of attracting and retaining high calibre employees and aligning employee performance with shareholder interests.

The provision of Rights to Mr Riggall pursuant to the LTI plan comprises a significant component of his ‘at risk’ remuneration. These Rights are intended to align Mr Riggall's long-term performance over the vesting period with the interests of Shareholders as well as acting as a retention incentive.

The Board has concluded that the remuneration package for Mr Riggall is reasonable and appropriate having regard to the circumstances of the Company and his duties and responsibilities as Managing Director and Chief Executive Officer.

Conditions and Hurdles for Performance Rights

Performance Rights		
Vesting Date:	1 July 2025	
Vesting Period:	1 July 2022 to 30 June 2025	
Vesting Conditions:	The vesting of any of the Rights is dependent on Mr Riggall meeting the Service and Performance Conditions. Collectively these conditions are known as the Vesting Conditions .	
Service Condition:	Continuous employment by Mr Riggall in his current position (or equivalent) from Grant Date to Vesting Date. Subject to the EIP Rules, the Rights will generally lapse on resignation or dismissal.	
Other Conditions:	The other conditions of the Rights are as per the EIP Rules.	
Performance Conditions:		
Up to 100% of the Rights granted will vest to the extent that the Total Shareholder Return (TSR) for the Company outperforms the Performance Hurdles over the Performance Period. TSR is defined as the total return of a share to an investor (capital gain plus dividends received). The Volume Weighted Average Prices (VWAP) traded on the ASX in the one month preceding the commencement of the Vesting Period compared to the VWAP of shares in the one month preceding the Vesting Date will be used in measuring TSR over the Performance Period.		
Performance Hurdle 1: 50% Rights vesting conditional on SRL's absolute TSR performance		
SRL TSR over measurement period	% of Rights vesting	
12.5% p.a. compounding annually or greater	100%	
7.5% p.a. compounding annually	50%^	
Less than 7.5% p.a. compounding	0%	
^ Straight line pro-rata vesting between 7.5% and 12.5%		
Performance Hurdle 2: 50% Rights vesting conditional on SRL's TSR performance compared to the ASX300 metals and mining index (ASX: XMM) ('Index')		
Performance level	SRL performance relative to the Index over the measurement period	% of Rights vesting^^
Stretch	≥ Index movement +15%	100%
Between target & stretch	> Index movement & <5%	Pro-rata
Target	Index movement +5%	50%
Between threshold & target	> Index movement + 5% & <15%	Pro-rata
Threshold	= Index movement	25%
Below threshold	< Index movement	0%
^^Provided that zero Rights would vest if the SRL TSR is negative over the measurement period.		

Any Rights which fail to vest on the Vesting Date will immediately lapse unless the People, Governance & Sustainability Committee or the Board decides exceptional circumstances justify the reduction or waiver in whole or in part of the Vesting Conditions. There is no ability to re-test whether or not the Vesting Conditions have been satisfied after the Vesting Period has ended.

Information provided in accordance with Listing Rule 10.15

- a. The proposed recipient is Mr Sam Riggall, the Chief Executive Officer and Managing Director of the Company.
- b. As a director of the Company, Mr Riggall falls into the category described in Listing Rule 10.14.1.
- c. A total of 146,444 Rights are being proposed to be granted to Mr Riggall.
- d. The current total remuneration package of Mr Riggall is \$641,416 consisting of \$513,133 total fixed remuneration plus up to a maximum of \$128,283 STI cash bonus.

e. The number of securities on issue that have previously been granted to Mr Riggall under the EIP is outlined below:

Number and type of securities (post-consolidation)	Average acquisition price
711,003 Unlisted Performance Rights*	Nil

*excluding the performance rights proposed under Resolutions 3 and 4.

- f. The Rights which, upon vesting, will result in the issue of up to 146,444 fully paid ordinary shares pursuant to the Company's EIP. To be vested, the Rights conditions and hurdles outlined on page 13 will have to be satisfied.
- g. The Company is issuing Rights as a form of equity security as it is a cost effective, non-cash incentive which closely links rewards with performance. The number of Rights offered has been calculated based on the ASX volume weighted average price of SRL in June 2022 of \$2.63 per share, with the Rights estimated to be valued (for accounting purposes) at approximately \$208,000, being \$1.42 per Right, based on an independent valuation of the November 2021 grant of Rights to Mr Riggall under the Company's Employee Incentive Plan.
- h. If Shareholder approval is obtained, the Rights will be granted no later than one month after the Meeting.
- i. The Rights will be issued for no consideration.
- j. A summary of the material terms of the EIP has been provided under **Annexure A**.
- k. No loan will be made by the Company in relation to the grant of the Rights to Mr Riggall.
- l. Details of any securities issued under the EIP will be published in each annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- m. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP after this Resolution is approved and who are not named in this Notice and Explanatory Statement will not participate until approval is obtained under that rule.

If shareholders approve this Resolution, the Company will proceed with the issue of Rights to Mr Riggall on the terms and conditions as set out in this Notice. Furthermore, Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. If shareholder approval is given for the purposes of ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1, and the Rights issued pursuant to this Resolution will not deplete the Company's 15% placement capacity under ASX Listing Rule 7.1.

If shareholders do not approve this Resolution, the proposed issue of Rights to Mr Riggall will not proceed, and the Board will need to consider alternative remuneration options. To ensure SRL can attract and retain the executive talent, the Board considers it is important for SRL to offer incentives to its directors and executives that are in line with market practice and in alignment with the interests of shareholders

Termination Benefits approval – sections 200B and s200E Corporations Act

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Mr Riggall's unvested Rights in the event Mr Riggall ceases employment in 'good leaver' circumstances being cessation other than due to resignation or dismissal for cause or poor performance and for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Mr Riggall ceases as a 'bad leaver' (which includes by resignation or dismissal for poor performance), all unvested Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Mr Riggall's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act. The approval will be effective from the date the Resolution is passed until the conclusion of the 2025 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Rights given in connection with Mr Riggall ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Rights held by Mr Riggall prior to cessation of his employment;
- the date when, and circumstances in which, Mr Riggall ceases employment;
- whether performance hurdles are waived or (if not waived) met, and the number of Rights that vest (which could be all of the Rights held by Mr Riggall); and
- the market price of the Company's shares on the ASX on the date Shares are provided to Mr Riggall upon vesting of the Rights.

Corporations Act – Chapter 2E

The Board has formed the view that the issues of Rights to Mr Riggall (or his nominee) do not require Shareholder approval under section 208 of the Corporations Act as the issues constitute “reasonable remuneration” in accordance with section 211 of the Corporations Act.

A “financial benefit” is defined in section 229 of the Corporations Act and includes granting an option to a related party. Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- a. directors of the public company (section 228(2)(a)); and
- b. an entity controlled by directors of the public company (section 228(4)). Section 228(5) provides that an entity is a related party of a public company at a particular time if the entity was a related party of the public company of a kind referred to in subsection (1), (2), (3) or (4) at any time within the previous 6 months.

In reaching this view, the Board considers the proposed grant of Rights aligns the interests of Mr Riggall with the interests of Shareholders. The grant of Rights to Mr Riggall is a cost-effective form of remuneration when compared to the payment of cash consideration. The Board believes that having regard to the Company's current cash position, and the Company's objective to use available cash to fund its operations in the near future, compensating Mr Riggall in Rights is in line with current market practices.

If this Resolution is passed and the Rights are issued, Mr Riggall will have a relevant interest in 1,062,227 Performance Rights (includes the Rights outlined under Resolution 3).

Voting Exclusions

A voting exclusion statement is set out under Note 5 of this Notice.

Board Recommendation

The Board (with Mr Riggall abstaining given his personal interest in this Resolution) recommends that Shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 5: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the Annual General Meeting (“10% Placement Facility”). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of 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.

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If shareholders approve this Resolution, the number of Equity Securities permitted to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below) and the Company will be able to issue Equity Securities from the 10% Placement Facility, as noted below, without any further shareholder approval.

If shareholders do not approve this Resolution, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

This Resolution is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote at this Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Description of Listing Rule 7.1A

(a) 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. This means it 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).

(b) 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. The Company, as at the date of the Notice, has on issue three classes of Equity Securities, being quoted fully paid ordinary shares (ASX: SRL), unquoted options (ASX: SRLAI), and unquoted performance rights (ASX: SRLAA).

(c) 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:

$$(A \times D) - E$$

A is the number of shares on issue at the commencement of the "relevant period" (which, for the Company, is the 12-month period immediately preceding 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, other than exception 9, 16 or 17;
- (B) plus the number of fully paid shares issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
 - (i) the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - (ii) the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (C) plus the number of fully paid shares issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - (i) the agreement was entered into before the commencement of the relevant period; or
 - (ii) the agreement or issue was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4;
- (D) plus the number of fully paid shares issued in the relevant period with approval of holders of shares under Listing Rules 7.1 and 7.4;
- (E) plus the number of partly paid shares that became fully paid in the relevant period;
- (F) less the number of fully paid shares cancelled in the relevant period.

Note that A 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 relevant period where the issue or agreement has not been subsequently approved by shareholders under Listing Rule 7.1 or 7.4.

(d) 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.

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 (as set out above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (ii) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) *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 first to occur of the following:

- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained.
- (ii) The time and date of the Company's next annual general meeting.
- (iii) 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).

(10% Placement Period).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- a. The period for which the Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A will be valid commences on the date of the Annual General Meeting at which the approval is obtained, being 21 October 2022, and expires on the first to occur of the following:
 - (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained, being 21 October 2023;
 - (ii) the time and date of the Company's next annual general meeting;
 - (iii) the time and 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).
- b. The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:
 - i. the date on which the price at which the Equity Securities are to be issued is agreed by the Company and the recipient of the securities; or
 - ii. if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- c. If this Resolution is approved by shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may be exposed to economic risk and voting dilution, including the following:
 - i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the market price of Shares as at 5 September 2022 (**Current Share Price**) 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:

- 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,
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Issue Price		
		\$1.51 50% decrease in Current Share Price	\$3.02 Current Share Price	\$6.04 100% increase in Current Share Price
Current Variable A 90,057,879 Shares	10% Voting Dilution	9,005,788 Shares	9,005,788 Shares	9,005,788 Shares
	Funds raised	\$13,598,740	\$27,197,479	\$54,394,959
50% increase in current Variable A 135,086,819 Shares	10% Voting Dilution	13,508,682 Shares	13,508,682 Shares	13,508,682 Shares
	Funds raised	\$20,398,110	\$40,796,219	\$81,592,438
100% increase in current Variable A 180,115,758 Shares	10% Voting Dilution	18,011,576 Shares	18,011,576 Shares	18,011,576 Shares
	Funds raised	\$27,197,479	\$54,394,959	\$108,789,918

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options are exercised into Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- 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;
- 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;
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders; and
- The issue price is **\$3.02**, being the closing price of the Shares on ASX on **5 September 2022**.

- d. The Company may issue the Equity Securities under the 10% Placement Facility for the following purposes:
- i. consideration for the acquisition of the new assets and investments, including the expenses associated with such acquisition(s); and
 - ii. continued expenditure on the Company's current business and/or general working capital.
- 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 recipients of 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 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;
 - ii. the effect of the issue of the Equity Securities on the control of the Company;
 - iii. the financial situation and solvency of the Company; and
 - iv. advice from corporate, financial, and broking advisers (if applicable).

The recipients 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.

- f. The Company:
- i. has not issued, nor agreed to issue, any Equity Securities under Rule 7.1A.2 in the 12-month period preceding the date of the Meeting; and
 - ii. has not agreed, before the 12-month period referred to in the preceding paragraph, to issue any Equity Securities under rule 7.1A.2 where such securities remain unissued as at the date of the Meeting.

Voting Exclusions

A voting exclusion statement is set out in Note 5 of the Notice.

Board Recommendation

The Board believes that this Resolution is in the best interests of the Company and unanimously recommends that shareholders vote in favour of this Resolution. The Chair of the Meeting intends to vote undirected proxies in favour of this Resolution.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“10% Placement Facility” has the meaning as defined in the Explanatory Statement for Resolution 5;

“10% Placement Period” has the meaning as defined in the Explanatory Statement for Resolution 5;

“AEDT” means Australian Eastern Daylight Time;

“AGM, Annual General Meeting or Meeting” means the 2022 Annual General Meeting convened by the Notice;

“Annual Report” means the Directors’ Report, the Financial Report and Auditor’s Report, in respect to the year ended 30 June 2022;

“Associates” has the meaning given to that term in sections 11 and 13 to 17 (inclusive) of the Corporations Act;

“ASX” means ASX Limited ACN 008 624 691;

“Auditor’s Report” means the auditor’s report on the Financial Report;

“Board” means the board of directors of the Company;

“Chair” means the Chair of the Meeting;

“Closely Related Party” of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

“Company” means Sunrise Energy Metals Limited ACN 127 457 916;

“Constitution” means the Company’s constitution;

“Corporations Act” means the Corporations Act 2001 (Cth);

“Director” means a current director of the Company;

“Directors Report” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“EIP” means the Equity Incentive Plan of the Company;

“EIPR” means the Equity Incentive Plan Rules;

“Equity Securities” has the same meaning as in the Listing Rules;

“Explanatory Statement” means the explanatory statement accompanying the Notice;

“Financial Report” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“Key Management Personnel or KMP” means those persons details of whose remuneration are included in the Remuneration Report having the authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (executive or otherwise), as defined in the Corporations Act;

“Listing Rules” means the official listing rules of ASX;

“LTI” means the Long-Term Incentives;

“Meeting” has the meaning given in the introductory paragraph of the Notice;

“Notice” means this notice of the 2022 Annual General Meeting;

“Performance Right” means a right to acquire a Share, subject to conditions specified by the Board;

“Plan” means the Equity Incentive Plan of the Company;

“Proxy Form” means the proxy form attached to the Notice;

“Remuneration Report” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the year ended 30 June 2022;

“Resolution” means a resolution referred to in the Notice;

“Share” means a fully paid ordinary share in the capital of the Company;

“Shareholder” means a member of the Company, as defined in the Constitution of the Company;

“STI” means Short-Term Incentives;

“TFR” means total fixed remuneration;

“Trading Day” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

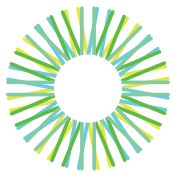
“VWAP” means the volume weighted average price.

Annexure A

Summary of material terms and conditions of the Company's Employee Incentive Plan Rules ("EIPR")

A summary of material terms and conditions of the Company's EIPR is set out below. For full details of the EIPR, please refer to the rules themselves which are accessible on the Company website at <https://www.sunriseem.com/>.

- The EIPR set out the framework for the offer of Shares, Options or Performance Rights by the Company, and is typical for a document of this nature.
- In making its decision to issue Shares, Options or Performance Rights, the Board may decide the number of securities and the vesting conditions which are to apply in respect of the securities. The Board has broad flexibility to issue Shares, Options or Performance Rights having regard to a range of potential vesting criteria and conditions.
- In certain circumstances, unvested Options or Performance Rights will immediately lapse and any unvested Shares held by the participant will be forfeited if the relevant person is a "bad leaver" as distinct from a "good leaver".
- If a participant acts fraudulently or dishonestly or is in breach of their obligations to the Company or its subsidiaries, the Board may determine that any unvested Performance Rights or Options held by the participant immediately lapse and that any unvested Shares held by the participant be forfeited.
- In certain circumstances, Shares, Performance Rights or Options can vest early, including following a change of control or other events of a similar nature. For the purposes of this rule, a relevant control event occurs in a number of scenarios in which a third party may acquire 50% or more of the Company's Shares.
- The total number of Shares that would be issued were each Option, Performance Right and Share under the EIPR exercised or vested (as applicable), plus the number of Shares issued in the previous three years under the EIPR, must not, at any time, exceed 5% of the total number of Company Shares on issue. Shares issued under the EIPR will rank equally in all respects with other Shares and the Company must apply for the quotation of such Shares.
- The Board has discretion to impose restrictions (except to the extent prohibited by law or the ASX Listing Rules) on Shares issued or transferred to a participant on vesting of an Option or a Performance Right, and the Company may implement appropriate procedures to restrict a participant from so dealing in the Shares.
- In respect of vested Options or Performance Rights, if the Board becomes aware of an event which would have resulted in vesting criteria not being satisfied, such as a material misstatement in the Company's financial statements during the vesting period, any affected vested Options or Rights may be cancelled for no consideration.
- In the event of any reorganisation of the issued capital of the Company on, or prior to, the expiry of the Performance Rights or Options, the rights of the relevant security holder can be changed in the discretion of the Board, including to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.
- The Board is granted a certain level of discretion under the EIPR, including the power to amend the rules under which the EIPR is governed and to waive vesting conditions, forfeiture conditions or disposal restrictions.



sunrise

energy metals

ABN 34 127 457 916



SRL

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AEDT) on Wednesday, 19 October 2022.**

Proxy Form

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 or abstain as they choose (to the extent permitted by law). 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 securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the 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. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Sunrise Energy Metals Limited 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 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Sunrise Energy Metals Limited to be held as a virtual meeting on Friday, 21 October 2022 at 1:00pm (AEDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the 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 Resolutions 1, 3 and 4 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3 and 4 by marking the appropriate box in step 2.

Step 2 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.

ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Ms Stefanie Loader as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to Issue 204,780 Performance Rights to Mr Sam Riggall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to Issue 146,444 Performance Rights to Mr Sam Riggall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Resolution 5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

Mobile Number Email Address
By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

