



SUNRISE ENERGY METALS LIMITED
ACN 127 457 916

Notice of Annual General Meeting

Date of meeting:
Friday, 27 October 2023

Time of meeting:
1.00pm (Melbourne time)

Place of Meeting:
Baker McKenzie
Level 19, CBW
181 William Street
Melbourne, VIC 3000

In accordance with the *Corporations Act 2001 (Cth)* which provides 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 Market Announcements 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 at **Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne, VIC 3000** on **Friday, 27 October 2023** at **1.00pm (AEDT)**.

AGENDA

ORDINARY BUSINESS

Receipt & Consideration of Accounts & Reports

To receive and consider the Annual Report of the Company for the financial year ended 30 June 2023, which includes the Financial Report, the Directors’ Report and the Auditor’s Report.

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 2023 be adopted.”

Resolution 2: Re-Election of Mr Eric Finlayson as a Director of the Company

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

“That, for the purposes of clause 20.1 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Eric Finlayson, who retires by rotation in accordance with the Constitution, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3: Re-Election of Mr Jiang Zhaobai as a Director of the Company

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

“That, for the purposes of clause 20.1 of the Constitution, Listing Rule 14.4, and for all other purposes, Mr Jiang Zhaobai, who retires by rotation in accordance with the Constitution, and who, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 4: Sunrise Energy Metals Limited Employee Incentive Plan Rules

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

“That, under and for the purposes of ASX Listing Rule 7.2 Exception 13(b), and for all other purposes, approval is given for the Company to issue Equity Securities under the Company’s Equity Incentive Plan as an exception to Listing Rule 7.1 on the terms and conditions as set out or described in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Resolution 5: Approval to Issue 193,683 Performance Rights to Mr Sam Riggall

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

“That the grant of 193,683 Long Term Incentive Plan Performance Rights (being a right to acquire up to 193,683 fully paid ordinary shares in the Company, subject to satisfaction of relevant vesting conditions), and the issue of any fully paid ordinary shares in the Company pursuant to the exercise or conversion of such Performance Rights, to Mr Sam Riggall (or his nominee), Managing Director and Chief Executive Officer of the Company, under the Employee Incentive Plan and on the terms described in the Explanatory Statement, be approved under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes.”

Resolution 6: Approval to Issue 358,329 Performance Rights to Mr Sam Riggall

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

“That the grant of 358,329 Long Term Incentive Plan Performance Rights (being a right to acquire up to 358,329 fully paid ordinary shares in the Company, subject to satisfaction of relevant vesting conditions), and the issue of any fully paid ordinary shares in the Company pursuant to the exercise or conversion of such Performance Rights, to Mr Sam Riggall (or his nominee), Managing Director and Chief Executive Officer of the Company, under the Employee Incentive Plan and on the terms described in the Explanatory Statement, be approved under and for the purpose of Listing Rule 10.14, sections 200B and 200E of the Corporations Act and for all other purposes.”

SPECIAL BUSINESS

Resolution 7: 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 ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the fully paid ordinary issued capital of the Company (at the time of 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



Melanie Leydin
Company Secretary
27 September 2023

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 form 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, 25 October 2023. Any proxy form 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 (in any capacity, including as a proxy), and the Company will disregard any votes cast, on this Resolution by or on behalf of a member of the Key Management Personnel ("KMP"), details of whose remuneration are included in the remuneration report, or a closely related party of such a member (either being a "KMP Voter"), unless the KMP Voter is casting a vote on behalf of a person who is not a KMP Voter (including as a proxy) 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 appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP for the Company or the consolidated entity.

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

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their Proxy Form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolutions 2 and 3

There are no voting exclusions on any of these Resolutions.

Resolution 4

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- a. a person who is eligible to participate in the Employee Incentive Plan ("EIP"); or
- b. an associate of that person.

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 of the Meeting to vote on the Resolution as the Chair of the Meeting 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.

A vote must not be cast as proxy on this Resolution by a member of the KMP (as defined by the Corporations Act), or a closely related party of a member of KMP ("KMP Member") and any such vote purported to be cast will be disregarded.

However, a KMP Member may cast a vote on behalf of a person who is not a KMP Member if:

- a. the KMP Member is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- b. the KMP Member is the Chair of the Meeting and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution; and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company or the consolidated entity.

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

If the Chair of the Meeting is appointed as a proxy for a person who is permitted to vote on this Resolution, the Chair of the Meeting will vote any proxies which do not indicate on their proxy form the way the Chair of the Meeting must vote in favour of this Resolution. In exceptional circumstances, the Chair of the Meeting may change their voting intention on the Resolution, in which case an ASX announcement will be made. Shareholders may also choose to direct the Chair of the Meeting to vote against the Resolution or to abstain from voting.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

Resolutions 5 and 6

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; 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(s), in accordance with directions given to the proxy or attorney to vote on the Resolution(s) 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(s), 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 either of Resolutions 5 or 6 by a member of the KMP (as defined by the Corporations Act), or a closely related party of a member of KMP ("KMP Member") and any such vote purported to be cast will be disregarded.

However, a KMP Member may cast a vote on either of Resolutions 5 or 6 as a proxy if:

- a. the KMP Member is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolutions(s); or
- b. the KMP Member is the Chair of the Meeting and the written appointment of the Chair of the Meeting as proxy:
 - (i) does not specify the way the proxy is to vote on the Resolution(s); and
 - (ii) expressly authorises the Chair of the Meeting to exercise the proxy even though the Resolution(s) is or are connected directly or indirectly with the remuneration of a member of the KMP of the Company or the consolidated entity.

If you appoint the Chair of the Meeting as your proxy and you do not direct the Chair of the Meeting on how to vote, you will be expressly authorising the Chair of the Meeting 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.

Furthermore, in accordance with section 200E of the Corporations Act, a vote must not be cast on either of Resolutions 5 or 6 (in any capacity) by or on behalf of Mr Sam Riggall or an associate thereof (any of these being a "Restricted Voter"), and any such votes attempted to be cast will be excluded.

However, a Restricted Voter may cast a vote on any of these Resolutions if:

- a. it is cast by the Restricted Voter as a proxy appointed by writing that directs how to vote on the Resolution(s); and
- b. it is not cast on behalf of the Restricted Voter.

Resolution 7

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 7 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 7; 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

Introduction

This Explanatory Statement (“**Statement**”) is included in and forms part of the Notice of Annual General Meeting. The purpose of this Statement is to provide Shareholders with information they require to make an informed decision on the resolutions.

If you are in doubt as to how to vote, you should seek advice from your accountant, solicitor, tax advisor or other professional adviser prior to voting. It is important that you read this Statement in its entirety for a detailed explanation of the resolutions.

Defined terms in this Notice have the meanings given to them in the Glossary at the end of this Notice. The Notice incorporates and should be read together with this Statement.

ORDINARY BUSINESS

Receipt & Consideration of Accounts & Reports

A copy of the Annual Report for the financial year ended 30 June 2023 (which incorporates the Company’s Financial Report, Directors Report (including the Remuneration Report) and the Auditor’s Report) is available on the Company’s website at <https://www.sunriseem.com/> or via the Company’s announcement platform on ASX. Alternatively, you may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be given reasonable opportunity at the Meeting to ask questions and make comments on the Financial Report, the Directors’ Report, and the Auditor’s Report. Questions for the Company’s auditors relating to the conduct of the audit, preparation and contents of the audit report, accounting policies adopted by the Company in relation to the preparation of its financial statements, and the independence of the auditors in relation to the conduct of the audit, must be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company’s registered office.

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 2023 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

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusion on this Resolution (set out in the Notice of Meeting), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this Resolution, the Board encourage all eligible shareholders to cast their votes in favour of this Resolution.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 2: Re-Election of Mr Eric John Finlayson as Director of the Company

Background

In accordance with ASX Listing Rule 14.4 and clauses 20.1 and 20.2 of the Company's Constitution, Directors must retire after the third AGM since they were last re-elected. A Director must not hold office without re-election following the third AGM after the Director's appointment / re-election or for more than three years, whichever is longest (clause 20.1). Mr Eric Finlayson is now retiring at this Meeting in accordance with these requirements and, being eligible, offers himself for re-election.

Mr Finlayson is a geologist with forty years of experience in Australia and overseas. In 24 years with Rio Tinto, Mr Finlayson held a number of key executive roles including regional exploration manager for Canada, Director of Exploration for the Australasian region and 5 years as Global Head of Exploration based in London.

Mr Finlayson also served as CEO of Rio Tinto Coal Mozambique following Rio Tinto's takeover of Riversdale Mining in 2011. Mr Finlayson is currently Chairman and Interim President & CEO of TSX-V listed Kaizen Discovery. He is also a director of TSX-V listed Sama Resources. Mr Finlayson was appointed a Director of Sunrise Energy Metals Limited on 16 September 2015.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Mr Finlayson abstaining) recommends that Shareholders vote in favour of the re-election of Mr Eric Finlayson as it considers his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 3: Re-Election of Mr Jiang Zhaobai as Director of the Company

Background

In accordance with ASX Listing Rule 14.4 and clauses 20.1 and 20.2 of the Company's Constitution, Directors must retire after the third AGM since they were last re-elected. A Director must not hold office without re-election following the third AGM after the Director's appointment / re-election or for more than three years, whichever is longest (clause 20.1). Mr Jiang Zhaobai is now retiring at this Meeting in accordance with these requirements and, being eligible, offers himself for re-election.

Mr Jiang took part in numerous engineering and construction projects following graduation from university in the 1980's. He later founded his own real estate development company in 1988. In 1997, Shanghai Pengxin Group Co., Ltd. was established with Mr Jiang as founding Chairman and he remains in that role to this date.

Under Mr Jiang's leadership, Shanghai Pengxin Group has successfully developed a number of significant property projects, amounting to a total of twenty million square meters. Starting from real estate development including both residential and commercial as well as hotel industry, the group has diversified into a range of other sectors including modern agriculture, mining, environmental science and technology and financial investment. The group is now a diversified conglomerate with controlling interests in four listed companies in China. He was appointed a Director of Sunrise Energy Metals Limited on 21 April 2017.

Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Mr Jiang abstaining) recommends that Shareholders vote in favour of the re-election of Mr Jiang Zhaobai as it considers that his qualifications, experience, skills, and expertise are appropriate for the Board position and will enable him to act in the best interests of the Company and its shareholders.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 4: Sunrise Energy Metals Limited Employee Incentive Plan Rules

Background

The Company's Employee Incentive Plan ("EIP"), which applies to eligible directors, officers, employees, and such other persons as the Board determines (including executive and non-executive directors, officers, employees, and contractors of the Company's subsidiaries) and enables those persons to be granted shares, options to acquire shares and other securities in the Company, assists in achieving the objectives referred to above. Shareholders approved the EIP at the AGM of the Company held on 15 October 2020.

The Board is committed to incentivising and retaining the Company's directors, employees and consultants in a manner which promotes alignment of their interests with shareholder interests. Additionally, the Board considers equity-based compensation an integral component of the Company's remuneration platform as it allows it to be fiscally prudent by conserving cash resources while still enabling it to offer market-competitive remuneration arrangements.

No directors or their associates can or will be issued shares, options or other securities or rights under the Plan unless shareholder approval of specific issues to them is obtained. Under the EIP the Company may acquire shares to be held on trust for EIP Participants.

Approval is sought, for the purposes of Listing Rule 7.2, Exception 13(b), to issue Equity Securities (shares, options or other rights including performance rights each conditionally entitling the applicable holder to one fully paid ordinary shares upon exercise or achievement of the applicable milestone) up to 5% of the issued capital of the Company under the EIP following shareholder approval. Any additional issues under the EIP above that number would require further shareholder approval, unless they were made from the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve this Resolution, the grant of Equity Securities (and the issue of any new Shares pursuant to these Equity Securities) under the EIP will not be included in the 15% limit imposed by ASX Listing Rule 7.1 for a period of three years from the date of the Meeting.

If this Resolution is not approved by Shareholders, any Equity Securities issued by the Company under the EIP will be included in the formula to calculate the number of securities which the Company may issue in any 12-month period using ASX Listing Rule 7.1 (15% Placement Capacity).

ASX Listing Rules

ASX Listing Rule 7.1 requires that shareholder approval be received for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 exception 13(b) provides an exception to ASX Listing Rule 7.1 for securities issued under an employee incentive scheme, such as the EIP, within 3 years after shareholder approval of the issue of Equity Securities under that scheme as an exception to Listing Rule 7.1. The Company therefore seeks approval of the issue of Equity Securities under the EIP pursuant to ASX Listing Rule 7.2 Exception 13(b) so that issues of securities under the EIP do not impede the capacity of the Company to issue up to a further 15% of its capital without shareholder approval. Approval is sought to issue up to 7 million Equity Securities (shares, options or other rights including performance rights each conditionally entitling the applicable holder to one fully paid ordinary shares upon exercise or achievement of the applicable milestone). Any additional issues under the EIP above that number would require further shareholder approval, unless they were made from the Company's 15% placement capacity under Listing Rule 7.1.

A summary of the key terms of the EIP is set out in **Annexure A** and a copy of which is also available on the Company's website at [Governance - Sunrise \(sunriseem.com\)](https://www.sunriseem.com).

Since 15 October 2020, the date on which Shareholders approved the previous EIP, the Company has issued 2,369,952 securities (post consolidation¹) under the EIP. Since that date the Company has issued only 169,619 fully paid ordinary shares in the Company as a result of those securities (ie performance rights which vested or options which were exercised).

In the Board's opinion, this Resolution will assist the Company in managing its capital requirements efficiently by ensuring that the Company's annual issue limit is not diminished by issues of shares under the EIP, and capacity is available for capital management initiatives and acquisitions, if necessary and appropriate.

Corporations Act

The offer of Equity Securities under the EIP is occurring in accordance with Division 1A of Part 7.12 of the Corporations Act, which provides relief from the disclosure and certain other regulatory requirements of the Corporations Act.

¹ Effective 26 March 2021 the Company undertook a 1 for 10 share consolidation.

Voting Exclusions

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

Board Recommendation

As the Directors of the Company are excluded from voting pursuant to the Listing Rules, they make no recommendation to the Shareholders in respect of the EIP.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Resolution 5: Approval to Issue 193,683 Performance Rights to Mr Sam Riggall

Resolution 6: Approval to Issue 358,329 Performance Rights to Mr Sam Riggall

Background

The Company proposes, subject to Shareholder approval, to grant Mr Riggall, Managing Director and Chief Executive Officer:

- (a) 193,683 performance rights with an expiry date of 1 January 2026 which, if they vest, will result in the issue of up to 193,683 fully paid ordinary shares, under Resolution 5; and
 - (b) 358,329 performance rights with an expiry date of 1 July 2026 which, if they vest, will result in the issue of up to 358,329 fully paid ordinary shares, under Resolution 6 ("Performance Rights");
- pursuant to the Company's EIP.

For the avoidance of doubt, the performance rights are not a 'bonus' or 'bonus shares' – performance rights cannot be traded or sold or exchanged for any monetary value. Performance rights only vest and result in the issue of fully paid ordinary shares in the Company if, and to the extent that, the Company's share price performance meets or exceeds the performance hurdles outlined below or otherwise as permitted by the EIP rules. Otherwise the performance rights will lapse and no fully paid ordinary shares will be issued in relation to them.

On 14 March 2023 and 11 September 2023, the Company issued performance rights to employees other than Mr Riggall. The proposed issue of Performance Rights to Mr Riggall contemplated by Resolutions 5 and 6 are on the same terms as those issued to the other employees on 14 March 2023 and 11 September 2023, respectively.

The number of Performance Rights proposed to be granted to Mr Riggall under Resolutions 5 and 6 are based on his applicable long-term incentive ("LTI") percentage under the Company's EIP, his applicable total fixed remuneration ("TFR") and the ASX volume weighted average price ("VWAP") of the Company. The number of performance rights under Resolutions 5 and 6 have been calculated based on the December 2022 VWAP of approximately \$1.99 per share, and June 2023 VWAP of approximately \$1.074 per share, respectively.

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 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 Performance Rights to Mr Riggall pursuant to the LTI plan comprises a significant component of his 'at risk' remuneration. These Performance 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.

Resolution 5: Conditions and Hurdles for Performance Rights

Performance Rights		
Expiry Date:	1 January 2026 ("Vesting Date")	
Vesting Period:	1 January 2023 to 31 December 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 Expiry Date. Subject to the EIP Rules, the Performance Rights will generally lapse on resignation or dismissal.	
Other Conditions:	The other conditions of the Performance Rights are as per the EIP Rules.	
Performance Conditions:		
Up to 100% of the Performance 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% Performance Rights vesting conditional on SRL's absolute TSR performance		
SRL TSR over measurement period	% of Performance 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% Performance Rights vesting conditional on SRL's TSR performance compared to the S&P / 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 Performance Rights would vest if the SRL TSR is negative over the measurement period.		

Resolution 6: Conditions and Hurdles for Performance Rights

Performance Rights	
Expiry Date:	1 July 2026 ("Vesting Date")
Vesting Period:	1 July 2023 to 30 June 2026
Vesting Conditions:	The vesting of any of the Performance 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 Expiry Date. Subject to the EIP Rules, the Performance Rights will generally lapse on resignation or dismissal.
Other Conditions:	The other conditions of the Performance Rights are as per the EIP Rules.
Performance Conditions:	
Up to 100% of the Performance Rights granted will vest to the extent that the 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 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% Performance 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% Performance Rights vesting conditional on SRL's TSR performance compared to the S&P / ASX300 Metals and Mining index (ASX: XMM) ("Index")

Performance level	SRL performance relative to the Index over the measurement period	% of Performance 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 Performance Rights would vest if the SRL TSR is negative over the measurement period.

Any Performance Rights (under Resolutions 5 and 6) which fail to vest on the Expiry 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 Managing Director and Chief Executive Officer 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 193,683 Rights are being proposed to be granted to Mr Riggall under Resolution 5.
- A total of 358,329 Performance Rights are being proposed to be granted to Mr Riggall under Resolution 6.
- 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 Rules is outlined below:

Number and type of securities (post-consolidation)	Average acquisition price
714,549 Unlisted Performance Rights*	Nil
92,962 Fully Paid Ordinary Shares (following vesting of Performance Rights in July 2023)	Nil

*excluding the performance rights proposed under Resolutions 5 and 6.

- The Performance Rights under Resolution 5 which, if they vest, will result in the issue of up to 193,683 fully paid ordinary shares pursuant to the Company's EIP Rules. To vest, the Performance Rights conditions and hurdles, as outlined under *Conditions and Hurdles for Performance Rights* above, will have to be satisfied.
- The Performance Rights under Resolution 6 which, if they vest will result in the issue of up to 358,329 fully paid ordinary shares pursuant to the Company's EIP Rules. To vest, the Performance Rights conditions and hurdles, as outlined under *Conditions and Hurdles for Performance Rights* above, will have to be satisfied.
- The Company is issuing Performance Rights as a form of equity security as it is a cost effective, non-cash incentive which closely links rewards with the Company's share price performance.

The number of Performance Rights offered under Resolution 5 has been calculated on the VWAP of SRL in December 2022 of \$1.99 per share, with Performance Rights estimated to be valued (for accounting purposes) at approximately \$136,000 based on an independent valuation of a comparable tranche of Performance Rights issued on 14 March 2023.

The number of Performance Rights offered under Resolution 6 has been calculated based on the VWAP of SRL in June 2023 of \$1.074 per share, with Performance Rights estimated to be valued (for accounting purposes) at approximately \$252,000 based on an independent valuation of a comparable tranche of Performance Rights issued on 14 March 2023.

- If Shareholder approval is obtained, the Performance Rights under Resolutions 5 and/or 6 will be granted no later than one month after the Meeting.

- k. The Performance Rights under Resolutions 5 and 6 will be issued for no consideration.
- l. A summary of the material terms of the EIP Rules has been provided under **Annexure A**.
- m. No loan will be made by the Company in relation to the grant of the Performance Rights to Mr Riggall.
- n. Details of any securities issued under the EIP Rules 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.
- o. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the EIP Rules after this Resolution(s) is approved and who are not named in this Notice and Statement will not participate until approval is obtained under that rule.

If shareholders approve Resolutions 5 and/or 6, the Company will proceed with the issue of Performance 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 Performance Rights issued pursuant to this Resolution(s) will not deplete the Company's 15% placement capacity under ASX Listing Rule 7.1.

If shareholders do not approve Resolutions 5 and/or 6, the proposed issue of Performance 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 Performance 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 Performance Rights will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained on Resolutions 5 and/or 6, 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 2026 Annual General Meeting (that is, for a period of approximately three years).

The value of any benefit relating to the Performance 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 Performance 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 Performance Rights that vest (which could be all of the Performance 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 Performance Rights.

Corporations Act – Chapter 2E

The Board has formed the view that the issue of Performance 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 Performance Rights aligns the interests of Mr Riggall with the interests of Shareholders. The grant of Performance 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 Performance Rights is in line with current market practices.

If Resolution 5 is passed and the Performance Rights are issued, Mr Riggall will have a relevant interest in 908,232 unquoted performance rights (this excludes the proposed issue of securities under Resolution 6 of this Notice).

If Resolution 6 is passed and the Performance Rights are issued, Mr Riggall will have a relevant interest in 1,072,878 unquoted performance rights (this excludes the proposed issue of securities under Resolution 5 of this Notice).

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 these Resolutions) recommends that Shareholders vote in favour of Resolutions 5 and 6. The Chair of the Meeting intends to vote undirected proxies in favour of these Resolutions.

SPECIAL BUSINESS

Resolution 7: Approval of 10% Placement Facility

Background

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 this Resolution is to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period (as defined below) without, or in addition to, using the Company's 15% Capacity under Listing Rule 7.1.

ASX Listing Rules information

a. Summary of Listing Rule 7.1A

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (“15% Capacity”).

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its Annual General Meeting, to increase this 15% limit by an extra 10% (“10% Placement Facility”) to 25%.

An ‘eligible entity’ for the purposes of Listing Rule 7.1A means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is, at the date of this Notice, an eligible entity for these purposes. Note however that if, on the date of the Meeting, the market capitalisation of the Company exceeds \$300 million or the Company has been included in the S&P/ASX 300 Index, then this Resolution will no longer be effective and will be withdrawn.

This Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without further Shareholder approval.

If this Resolution is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% Placement Facility to issue Equity Securities without Shareholder approval provided for in LR 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

b. Formula for calculating the 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 the issue or agreement:
- (A) plus the number of fully paid shares issued in the relevant period 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 or 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.

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% 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 stated above.

c. Type and number of 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 the following classes of quoted Equity Securities:

ASX Security Code and Description	Total Number
SRL: Ordinary Fully Paid	90,227,498

Specific information required by Listing Rule 7.3A

a. Placement Period

The period for which the approval of the 10% Placement Facility will be valid (as set out in Listing Rule 7.1A.1) commences on the date of this Meeting and expires on the first to occur of the following:

- (a) the date that is 12 months after the date of this Meeting;
- (b) the time and date of the Company's next Annual General Meeting; and
- (c) 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).

(10% Placement Period)

The Company will only issue and allot the Equity Securities approved under the 10% Placement Facility during the 10% Placement Period.

b. Minimum Issue Price and Cash Consideration

The Equity Securities will be issued for cash consideration 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:

- (a) 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
- (b) if the Equity Securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

c. Purposes of the funds raised

The purposes for which the funds raised by an issue of Equity Securities under rule 7.1A.2 may be used by the Company include:

- (a) consideration for the acquisition(s) of the new assets and investments, including the expenses associated with such acquisition(s); and
- (b) continued expenditure on the Company's current business and/or general working capital.

d. Risk of economic and voting dilution

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 dilution table below.

Shareholders may be exposed to economic risk and voting dilution, including the following:

- (a) 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 this Meeting; and
- (b) 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,

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

The dilution table below shows the potential dilution of existing Shareholders on the basis of the market price of its quoted ordinary securities as at 14 September 2023 ("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 of Meeting.

The dilution table also shows:

- (a) 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
- (b) 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		
		\$0.450 50% decrease in Current Share Price	\$0.90 Current Share Price	\$1.80 100% increase in Current Share Price
Current Variable A 90,227,498 Shares	10% Voting Dilution	9,022,750 Shares	9,022,750 Shares	9,022,750 Shares
	Funds raised	\$4,060,237	\$8,120,475	\$16,240,950
50% increase in current Variable A 135,341,247 Shares	10% Voting Dilution	13,534,125 Shares	15,534,125 Shares	13,534,125 Shares
	Funds raised	\$6,090,356	\$12,180,712	\$24,361,424
100% increase in current Variable A 180,454,996 Shares	10% Voting Dilution	18,045,500 Shares	18,045,500 Shares	18,045,500 Shares
	Funds raised	\$8,120,475	\$16,240,950	\$32,481,899

This dilution table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (b) No convertible security is exercised and converted into ordinary securities before the date of the issue of the Equity Securities;

- (c) 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%.
- (d) 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.
- (e) 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.
- (f) The issue of Equity Securities under the 10% Placement Facility consists only of ordinary securities. If the issue of Equity Securities includes quoted Options, it is assumed that those quoted Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (g) The Current Share Price is \$0.90 being the closing market price of the ordinary securities on ASX on 14 September 2023.

e. Allocation Policy

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 allottees of Equity Securities will be determined on a case-by-case basis having regard to relevant factors including, but not limited to, the following:

- (a) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (b) the effect of the issue of the Equity Securities on the control of the Company;
- (c) the financial situation and solvency of the Company; and
- (d) advice from corporate, financial, and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial Shareholders, subject to compliance with Listing Rule 10.11, and/or new Shareholders who are not related parties or associates of a related party of the Company.

f. Previous Issues under Listing Rule 7.1A.2

Information about Equity Securities issued under Listing Rule 7.1A.2 in the 12-month period preceding the date of the Meeting is set out as follows:

- (a) The Company has not issued or agreed to issue any Equity Securities under Listing Rule 7.1A.2 in the 12-month period preceding the date of this Meeting.
- (b) The Company had 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.

Special Resolution

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution. This means it requires approval of 75% of the votes cast by Shareholders present or represented, and eligible to vote.

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.

Voting Intention

The Chair of the Meeting intends to vote all undirected proxies in favour of this Resolution.

Disclosure

The Company considers this Statement to contain all material information known to it that could reasonably be required by a Shareholder in deciding how to vote on the proposed Resolutions other than information that would be unreasonable to require the Company to disclose because it has previously disclosed that information to Shareholders.

GLOSSARY

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

“\$” means Australian Dollars;

“**10% Placement Facility**” as defined under the ASX Listing Rules 7.1A;

“**15% Placement Period**” as defined under the ASX Listing rules 7.1;

“**AEDT**” means Australian Eastern Daylight Time;

“**AGM, Annual General Meeting or Meeting**” means the 2023 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 2023;

“**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 2023 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 2023;

“**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.