ABN 34 127 457 916

12 October 2026

Dear Shareholder

Re: Notice of Annual General Meeting on Thursday, 12 November 2026 at 12.30pm (AEDT)

Notice is hereby given that the Annual General Meeting of Shareholders of Sunrise Energy Metals Limited (**Company**) will be held at Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne, VIC 3000, at 12.30pm (AEDT) on Thursday, 12 November 2026 (**Meeting**).

The Notice of Meeting and the 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://sunriseem.com/investor-centre/asx-announcements/ or at the Company's share registry's online voting site, Investor Vote at (www.investorvote.com.au)

- If you have provided an email address and have elected to receive electronic communications from the Company, you will receive an email to your nominated email address with a link to an electronic copy of the Meeting Materials and the voting instruction form.

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

If you are unable to access the Meeting Materials online please contact our share registry Computershare Investor Services Pty Limited at https://www.computershare.com/au or 1300 850 505 (within Australia) between 8:30am and 5.00pm (AEDT) Monday to Friday, to obtain a copy.

Yours sincerely,

Melanie Leydin
Company Secretary

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SUNRISE ENERGY METALS LIMITED
ACN 127 457 916

Notice of Annual General Meeting

Date of meeting:
Thursday, 12 November 2026

Time of meeting:
12.30pm (Melbourne time)

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

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.

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://sunriseem.com/.

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:

- **Venue:** Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne, VIC 3000
- **Time & Date:** Thursday, 12 November 2026 at 12.30pm (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 2026, 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 (Cth) and for all other purposes, the Remuneration Report (included in the Directors' Report) for the financial year ended 30 June 2026 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: Election of Mr Peter Arnell as a Director of the Company

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

"That, Mr Peter Arnell, having been appointed as a Director of the Company since the last AGM, retires in accordance with the Constitution of the Company and the ASX Listing Rules and, being eligible, offers himself for election, and be re-elected as Director."

Resolution 4: Approval to issue up to 88,015 Performance Rights to Mr Sam Riggall

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

"That, the grant of up to 88,015 Long Term Incentive Plan Performance Rights (being a right to acquire up to 88,015 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."

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Resolution 5: Issue of securities under Sunrise Energy Metals Limited Employee Incentive Plan

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

"That, 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 Employee 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."

BY ORDER OF THE BOARD

Melanie Leydin
Company Secretary
1 October 2026

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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 Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

3. **Proxies**
   a. Votes at the 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 Meeting, that is no later than 12.30pm (AEDT) on Tuesday, 10 November 2026. 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.

   Resolution 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 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 an associate of that person.

   However, this does not apply to a vote cast in favour of a Resolution 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.

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 written appointment of the Chair of the Meeting 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 though 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 of the Company.

Furthermore, in accordance with section 200E of the Corporations Act, a vote must not be cast on this Resolution (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 this Resolution if:
a. it is cast by the Restricted Voter as a proxy appointed by writing that directs how to vote on the Resolution; and
b. it is not cast on behalf of the Restricted Voter.

Resolution 5
The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is eligible to participate in the Plan or an associate of that person.

However, this does not apply to a vote cast in favour of a Resolution 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.

A further restriction also applies to Key Management Personnel and their closely related parties voting undirected proxies on this resolution – see Restriction on KMPs voting undirected proxies below.

6. Restriction on KMPs voting undirected proxies:

A vote must not be cast as proxy on Resolutions 1, 4 and 5 by a member of the Key Management Personnel (as defined by the Corporations Act) or a closely related party of Key Management Personnel.

However, a person described above (a "**Restricted Voter**") may cast a vote on this Resolution 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; or
b. The Chairman is the Restricted Voter and the written appointment of the Chairman as proxy does not specify the way the proxy is to vote on the relevant Resolution and expressly authorises the Chairman to exercise the proxy even if the relevant Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

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

7. 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.

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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 2026 (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 2026 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 under Note 5 of this Notice.

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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 Finlayson as Director of the Company

Background

In accordance with ASX Listing Rule 14.4 and clause 20.1 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. Mr Finlayson is now retiring at this Meeting in accordance with these requirements and, being eligible, offers himself for re-election.

Mr Finlayson joined the Board as a Non-Executive Director in September 2015. Eric Finlayson is a geologist with over 40 years of experience in Australia and overseas. During his 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 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 Head of Exploration and Company Advisor of Pure Lithium, a disruptive Chicago-based lithium metal battery technology company. He holds a Bachelor of Science (Honours) in Applied Geology.

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 this Resolution.

Voting Intention

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

Resolution 3: Election of Mr Peter Arnell as Director of the Company

Background

The Company's Constitution specifies that, the Company's Directors have the power at any time to appoint any person to be a Director either to fill a vacancy or as an addition to THE Board provided that the total number of Directors not exceeding the maximum number allowed under the Constitution. That Director must retire from office at, and will be eligible for re-election at, the next annual general meeting following that Director's appointment.

Mr Peter Arnell was appointed as a non-executive Director of the Board on 15 May 2026.

Mr Arnell is a globally recognised brand and industrial design expert. For over four decades, Mr Arnell has revolutionized the branding landscape, creating and transforming iconic brands including DKNY, Pepsi, Samsung, Reebok and Fontainebleau, as well as serving as Chief Innovation Officer for both Chrysler and The Home Depot. Most recently, Mr Arnell has been appointed as the inaugural U.S. Chief Brand Architect for the U.S. National Design Studio. As the founder of Arnell Group and current Chairman & Chief Creative Officer of PETERARNELL, he's built an unparalleled reputation for corporate value creation.

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Voting Exclusions

There are no voting exclusions on this Resolution.

Board Recommendation

The Board (with Mr Arnell abstaining) recommends that Shareholders vote in favour of this Resolution.

Voting Intention

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

Resolution 4: Approval to issue up to 88,015 Performance Rights to Mr Sam Riggall

Background

The Company proposes, subject to Shareholder approval, to grant Mr Riggall, Managing Director and Chief Executive Officer up to 88,015 Performance Rights pursuant to the Company's EIP:

(a) **Tranche 1**: 53,145 Performance Rights with a testing date of 1 January 2029 which, if they vest, will result in the issue of up to 53,145 fully paid ordinary shares; and

(b) **Tranche 2**: up to 34,870 Performance Rights with a testing date of 1 July 2029 which, if they vest, will result in the issue of up to 34,870 fully paid ordinary shares.

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 30 March 2026 and 10 August 2026, the Company issued Performance Rights to employees other than Mr Riggall. The proposed issue of Performance Rights to Mr Riggall is on the same terms as those issued to the other employees on 30 March 2026 and 10 August 2026, respectively.

The number of Performance Rights proposed to be granted to Mr Riggall is 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 has been calculated based on December 2025 VWAP of approximately $7.24 per share, and June 2026 VWAP of approximately $16.13 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 number of Tranche 2 Performance Rights proposed to be granted to Mr Riggall has been calculated on the basis of the CEO's proposed TFR to be potentially increased to $750,000 per annum contingent upon the Final Investment Decision (**FID**) of the Company's Syerston Scandium Project occurring before 31 December 2026. The proposed number of Tranche 2 Performance Rights is therefore indicative only, with the CEO's TFR increase remains subject to the occurrence of the FID and the Board's consideration and approval, together with any other relevant factors the Board may determine appropriate.

Accordingly, the number of Tranche 2 Performance Rights for which shareholder approval is sought represents the maximum number that may be granted to the Mr Riggall for this relevant tranche and reflects the assumption that the FID occurs before 31 December 2026.

As the eligible number of Mr Riggall's Tranche 2 Performance Rights is contingent upon the FID proceeding, it is intended that the Tranche 2 Performance Rights to be issued after the FID has occurred. But if in any event the Syerston Scandium Project's FID has not occurred before 31 December 2026, it is expected that the CEO's TFR will remain unchanged the number of Tranche 2 Performance Rights that may be issued to Mr Riggall will be adjusted accordingly to the level based on the annual incentive plan metrics for the LTI as set out above calculating on the basis of Mr Riggall's TFR applicable at the relevant time, but no more than 34,870 Performance Rights.

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.

Performance Rights Vesting Conditions

Tranche 1: 53,145 Performance Rights with a testing date of 1 January 2029	
Testing Date:	1 January 2029
Performance Period:	January 2026 to December 2028
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 Testing 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 Vesting 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 Testing Date will be used in measuring TSR over the Vesting Period.

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

SRL TSR over Performance 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 Vesting Period	% of Rights vesting^^
Stretch	≥ Index movement +15%	100%
Between Target & Stretch	> Index movement +5% & <+15%	Pro-rata
Target	**Index movement +5%**	**50%**

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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 Vesting Period.

Tranche 2: up to 34,870 Performance Rights with a testing date of 1 July 2029	
Testing Date:	1 July 2029
Performance Period:	July 2026 to June 2029
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 Testing 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 Vesting 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 Testing Date will be used in measuring TSR over the Vesting Period.

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

SRL TSR over Performance 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 Vesting 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 Vesting Period.

Any Performance Rights which fail to vest on the Testing 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 in accordance with the Company's EIP Rules and the Listing Rules. 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 Managing Director and Chief Executive Officer 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 number of up to 88,015 Performance Rights is being proposed to be granted to Mr Riggall.

d. Mr Riggall's current remuneration package is comprised of $513,133 total fixed remuneration (inclusive of superannuation) plus up to a maximum of $102,627 STI cash bonus and up to a maximum of $769,700 in LTI equity incentives which vest over a three-year period.

e. The number of securities on issue that have previously been granted to Mr Riggall under the EIP which have been approved by Shareholders at the 2023 Annual General Meeting is outlined below:

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Number and type of securities	Average acquisition price
4,535,347 Unlisted Performance Rights*	Nil

**Exclude the Performance Rights proposed under this Resolution but include the 193,683 and 358,329 Performance Rights issued to Mr Riggall following shareholder approval at the 2023 Annual General Meeting; the 801,482 and 968,542 Performance Rights issued to Mr Riggall following shareholder approval at the 2024 Annual General Meeting; and the 1,678,798 and 534,513 Performance Rights issued to Mr Riggall following shareholder approval at the 2025 Annual General Meeting.*

f. The Performance Rights which, if they vest will result in the issue of up to 88,015 fully paid ordinary shares pursuant to the Company's EIP Rules. To vest, the Performance Rights conditions and hurdles, as outlined above, will have to be satisfied.

g. 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:

   (a) The number of Performance Rights offered under Tranche 1 has been calculated on the VWAP of SRL in December 2025 of $7.24 per share, with Performance Rights estimated to be valued (for accounting purposes) at approximately $5.9742 for each right that is subject to Performance Hurdle 1 and $6.0196 for each right that is subject to Performance Hurdle 2 based on an independent valuation issued on 11 May 2026.

   (b) The number of Performance Rights offered under Tranche 2 has been calculated based on the VWAP of SRL in June 2026 of $16.13 per share, with Performance Rights estimated to be valued (for accounting purposes) at approximately $14.2875 for each right that is subject to Performance Hurdle 1 and $14.2911 for each right that is subject to Performance Hurdle 2 based on an independent valuation issued on 21 September 2026.

h. If Shareholder approval is obtained, the Performance Rights will be issued as soon as practicable following shareholder approval and, in any event, no later than three (3) years after the date of the Meeting.

i. The Performance Rights will be issued for no consideration.

j. A summary of the material terms of the EIP Rules has been provided under **Annexure A**.

k. No loan will be made by the Company in relation to the grant of the Performance Rights to Mr Riggall.

l. 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.

m. 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 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 this Resolution, 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 this Resolution, 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

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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 this Resolution, 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 2029 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 the Performance Rights are issued, Mr Riggall will have a relevant interest in up to 4,071,350 unquoted 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) recommends that Shareholders vote in favour of the approval to issue Performance Rights to Mr Sam Riggall.

Voting Intention

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

Resolution 5: Issue of Securities under Sunrise Energy Metals Limited Employee Incentive Plan

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.

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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 up to 8,473,147 (**EIP Cap**) 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). The EIP Cap stated is not intended to be a prediction of the actual number of Equity Securities that may be issued under the EIP, it is simply a ceiling for the purposes of Listing Rule 7.2, Exception 13(b). 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.

ASX Listing Rules Chapter 7

An exception to ASX Listing Rule 7.1 is set out in ASX Listing Rule 7.2 (Exception 13) which provides that ASX Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within the three (3) years before the date of issue, Shareholders have approved the issue of equity securities under that scheme as an exception to Listing Rule 7.1. The following information is included in accordance with Listing Rule 7.2 (Exception 13):

a. A summary of the terms of the Plan is included in Annexure A;
b. As of 1 October 2026, the number of securities issued under the Plan since the date of the last approval under Listing Rule 7.2 (Exception 13) is 1,483,798.
c. The maximum number of equity securities proposed to be issued under the Plan following the approval of this Meeting is 8,473,147.

Voting Exclusions

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

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 previous disclosed that information to Shareholders.

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GLOSSARY

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

"**$**" means Australian Dollars;

"AEDT" means Australian Eastern Daylight Time;

"AGM or Meeting" means the 2026 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 2026;

"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 or Plan**" means the Employee Incentive Plan of the Company;

"**EIP Rules**" or "**EIPR**" means the Company's Employee Incentive Plan Rules;

"Equity Securities" has the same meaning as in the Listing Rules;

"Explanatory Statement or 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;

"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;

"**KMP Member**" means the KMP or a closely related party of a KMP as defined under Note 5 of this Notice of Meeting;

"Listing Rules" means the official listing rules of ASX;

"**LTI**" means Long-Term Incentives;

"Meeting" has the meaning given in the introductory paragraph of the Notice;

"Notice" means this notice of the 2026 Annual General Meeting;

"Performance Right or **Right"** means a right to acquire a Share, subject to conditions specified by the Board;

"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 2026;

"**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;

"TSR" means Total Shareholder Return;

"**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.

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Annexure A

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

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.

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sunrise
energy metals

ABN 34 127 457 916

Need assistance?

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

Online:
www.investorcentre.com/contact

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

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Sunrise Energy Metals Limited Annual General Meeting

The Sunrise Energy Metals Limited Annual General Meeting will be held on Thursday, 12 November 2026 at 12:30pm (Melbourne time) ("Meeting"). You are encouraged to participate in the Meeting using the following options:

MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

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

For your proxy appointment to be effective it must be received by 12:30pm (Melbourne time) on Tuesday, 10 November 2026.

ATTENDING THE MEETING IN PERSON

The Meeting will be held at Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne, VIC 3000.

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.

sunrise energy metals

ABN 34 127 457 916

Need assistance?

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

Online:
www.investorcentre.com/contact

SRL

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

YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **12:30pm (Melbourne time) on Tuesday, 10 November 2026.**

Proxy Form

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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 Chair of the Meeting** **OR** ☐

PLEASE NOTE: Leave this box blank if you have selected the Chair 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 Chair 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 at Baker McKenzie, Level 19, CBW, 181 William Street, Melbourne, VIC 3000 on Thursday, 12 November 2026 at 12:30pm (Melbourne time) ("Meeting") and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 4 and 5 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 4 and 5 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	☐	☐	☐
Resolution 2	Re-election of Mr Eric Finlayson as a Director of the Company	☐	☐	☐
Resolution 3	Election of Mr Peter Arnell as a Director of the Company	☐	☐	☐
Resolution 4	Approval to issue up to 88,015 Performance Rights to Mr Sam Riggall	☐	☐	☐
Resolution 5	Issue of securities under Sunrise Energy Metals Limited Employee Incentive Plan	☐	☐	☐

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair 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)*

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

Mobile Number	**Email Address**

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