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SUNSTONE METALS LTD
ACN 123 184 412

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting
Thursday 5 November 2026

Time of Meeting
10.00am
(Melbourne time)

Place of Meeting
HLB Mann Judd Offices
Level 9
550 Bourke St
Melbourne VIC 3000

NOTICE OF ANNUAL GENERAL MEETING

SUNSTONE METALS LTD

ACN 123 184 412

Notice is hereby given that the Annual General Meeting of Shareholders (**Meeting or AGM**) of Sunstone Metals Ltd ACN 123 184 412 (**Company**) will be held at **10.00am (Melbourne time) on Thursday 5 November 2026** at the offices of HLB Mann Judd, Level 9, 550 Bourke St, Melbourne, Victoria.

AGENDA

The business of the Meeting will be to consider the Resolutions set out below. Full details on the nature of the Resolutions are set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Capitalised terms are defined in the Glossary to this Notice of Meeting and Explanatory Memorandum.

This Notice of Meeting should be read in its entirety together with the Explanatory Memorandum and Proxy Form.

ORDINARY BUSINESS

Financial Statements and Reports

To receive the financial report of the Company and its controlled entities for the year ending 30 June 2026, together with the declaration of the directors, the directors' report, the Remuneration Report, and the auditor's report.

RESOLUTION 1: Adoption of Remuneration Report

To consider and, if thought fit, pass, with or without amendment, the following resolution as a non-binding ordinary resolution:

'That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2026.'

RESOLUTION 2: Re-election of Director, Mr Malcolm Norris

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'That in accordance with the Constitution of the Company, Mr Malcolm Norris, who retires by rotation and being eligible, be re-elected as a Director of the Company.'

RESOLUTION 3: Issue of Performance Rights to Mr Patrick Duffy

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 10.14, sections 200B and 200E of the Corporations Act, and for all other purposes, approval is given to the issue by the Company of a total of 1,415,179 Performance Rights under the Employee Performance Rights Plan to Mr Patrick Duffy (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

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RESOLUTION 4: Issue of Options to Mr Malcolm Norris

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'Subject to the passing of Resolution 2, that, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 475,000 Options to Mr Malcolm Norris (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

RESOLUTION 5: Issue of Options to Mr Neal O'Connor

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 475,000 Options to Mr Neal O'Connor (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

RESOLUTION 6: Issue of Options to Mr Stephen Stroud

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 475,000 Options to Mr Stephen Stroud (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.'

SPECIAL BUSINESS

RESOLUTION 7: Approval of 10% Placement Facility

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special** resolution:

'That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued Shares (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.'

RESOLUTION 8: Renewal of proportional takeover bid provisions

To consider and, if thought fit, pass, with or without amendment, the following resolution as a special resolution:

'That, for the purposes of sections 136(2) and 648G of the Corporations Act, the proportional takeover bid provisions in rule 161 of the Company's Constitution be and are hereby adopted for the three year period from 5 November 2026 up to and including 5 November 2029.'

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting on the date and at the place set out above.

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Voting entitlement

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth),* the Board has determined that the Shareholders who are on the Company's share register at 7.00 pm (Melbourne time) on 3 November 2026 (being not more than 48 hours before the Meeting on 5 November 2026) will be taken, for the purposes of the Meeting, to be entitled to attend and vote at the Meeting. If you are not the registered holder of a Share at that time, you will not be entitled to vote at the Meeting.

Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All the Resolutions at this Meeting, other than Resolutions 7 and 8, are ordinary resolutions. Resolutions 7 and 8 are special resolutions.

All resolutions at the Meeting will be voted on by poll and Shareholders who are entitled to vote may vote either prior to the Meeting by appointing a proxy or by poll during the Meeting.

Shareholders are strongly urged to **appoint the Chair of the Meeting as their proxy**. Shareholders can complete the proxy form to provide specific instructions on how a Shareholder's vote is to be exercised on each item of business, and the Chair of the Meeting **must follow your instructions**. Lodgement instructions (which include the ability to lodge proxies electronically) are set out in the Proxy Form attached to the Notice of Meeting.

Voting Exclusion Statements

(a) **Resolution 1**

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons:

(i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or

(ii) a Closely Related Party of such a member.

However, a person described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

(i) the person is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or

(ii) the person is the chair of the meeting and the appointment of the chair as proxy:

- does not specify the way the proxy is to vote on the resolution; and
- expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

(b) **Resolution 3**

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- the Managing Director of the Company, Mr Patrick Duffy (Non-executive directors are ineligible to participate in the Employee Performance Rights Plan), or
- any Associates of the Managing Director of the Company

However, the Company will not disregard a vote cast in favour of Resolution 3 if:

- it is cast by the 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

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- it is cast by the person chairing 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 as the chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of the Corporations Act, a person appointed as proxy must not vote on the basis of that appointment, on Resolution 3 if:

- the person is either:
    - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
    - a Closely Related Party of such a member, and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company will not disregard a vote if:

- the person is the chair of the meeting at which the Resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

(c) **Resolution 4**

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Malcolm Norris and any of his Associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, the Company will not disregard a vote cast in favour of Resolution 4 if:

- it is cast by the 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
- it is cast by the person chairing 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 as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on Resolution 4 if:

- the person is either:
    - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or

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- a Closely Related Party of such a member, and

- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company will not disregard a vote if:

- the person is the chair of the meeting at which the Resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

(d) **Resolution 5**

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Neal O'Connor and any of his Associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, the Company will not disregard a vote cast in favour of Resolution 5 if:

- it is cast by the 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
- it is cast by the person chairing 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 as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on Resolution 5 if:

- the person is either:
    - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
    - a Closely Related Party of such a member, and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company will not disregard a vote if:

- the person is the chair of the meeting at which the Resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

(e) **Resolution 6**

For the purposes of Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Stephen Stroud and any of his Associates and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity). However, the Company will not disregard a vote cast in favour of Resolution 6 if:

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- it is cast by the 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
- it is cast by the person chairing 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 as the chair decides; or
- It is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

For the purposes of section 250BD of the Corporations Act, a person appointed as proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- the person is either:
    - a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
    - a Closely Related Party of such a member, and
- the appointment does not specify the way the proxy is to vote on the Resolution.

However, the Company will not disregard a vote if:

- the person is the chair of the meeting at which the Resolution is voted on; and
- the appointment expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

(f) **Resolution 7**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of, if at the time the approval is sought the Company is proposing to make an issue of equity securities under listing rule 7.1A.2, any person (and any Associates of such a person) who is expected to participate in the 10% Placement Facility, or any person (and any Associates of such a person) who will obtain a material benefit as a result of, the proposed issue, except a benefit solely by being a holder of ordinary shares in the Company.

However, the Company will not disregard a vote cast in favour of Resolution 7 if:

- it is cast by the 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
- it is cast by the person chairing 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 as the chair decides; or
- it is cast by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - 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
    - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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Proxies

A Shareholder who is entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To be valid, the appointment of a proxy (made using a properly completed and executed Proxy Form) must be received by the Company no later than 10.00am (Melbourne time) on 3 November 2026.

Proxy Forms can be submitted by the below methods:

(a) Online by visiting www.investorvote.com.au and entering the 6-digit control number found on the front of the Proxy Form. Intermediary Online subscribers (Custodians) may lodge proxy instructions at www.intermediaryonline.com;

(b) by mail to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001; and

(c) by facsimile 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)

Please note that if the Chairman of the Meeting is your proxy (or becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on Resolutions 1, 3, 4, 5 and 6 even though they are connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, which includes the chair. If you appoint the Chair as your proxy, you can direct the Chair to vote for or against or abstain from voting on any of Resolutions 1, 3, 4, 5 and 6 by marking the appropriate box on the Proxy Form.

The Chair intends to vote undirected proxies in favour of each item of business.

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 him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting.

NOTE: Please refer to the Explanatory Memorandum accompanying this Notice of Meeting for further information regarding all of the above Resolutions.

By order of the Board



Lucas Welsh

Company Secretary

1 October 2026

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EXPLANATORY MEMORANDUM

GENERAL INFORMATION

This Explanatory Memorandum contains an explanation of, and information about, the Resolutions to be considered at the Annual General Meeting of Shareholders of Sunstone Metals Ltd, to be held on **Thursday, 5 November 2026**.

The Explanatory Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice of Meeting and the reasons for the Resolutions proposed. Shareholders should read the Explanatory Memorandum in full.

The Explanatory Memorandum forms part of the accompanying Notice of Meeting and should be read with the Notice of Meeting.

The Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Capitalised words used in the Notice of Meeting and in the Explanatory Memorandum are defined in the Glossary at the end of the Explanatory Memorandum.

The information contained in this Explanatory Memorandum has been prepared by the Company and is the responsibility of the Company. Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider Resolutions 1 to 8 (inclusive).

A copy of this Notice of Meeting and Explanatory Memorandum was lodged with ASX pursuant to the Listing Rules. Neither ASX nor any of its officers take any responsibility for the contents of this Notice of Meeting and Explanatory Memorandum.

ORDINARY BUSINESS

Financial Statements and Reports

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the Annual Report together with the declaration of the directors, the directors' report, the Remuneration Report, and the auditor's report.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report can be found on its website at www.sunstonemetals.com.au.

Resolution 1 – Adoption of Remuneration Report

Remuneration Report

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the directors' report contained in the Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

"Two Strikes"

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report of the company be adopted must be put to the Shareholders. However, such a resolution is advisory only and will not bind the Directors or the Company.

The Corporations Act gives shareholders the opportunity to remove the whole Board except the Managing Director if the Remuneration Report receives votes against of 25% or more (**Strike**) at two

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consecutive annual general meetings.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution (**Spill Resolution**) on whether another meeting should be held (within 90 Days) (**Spill Meeting**), at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report, must cease to hold office immediately before the end of the Spill Meeting and must stand for re-election, unless the Company put to Shareholders a Spill Resolution at the first annual general meeting.

The Company did not receive a Strike at its 2025 annual general meeting and as a result, if the Remuneration Report receives a Strike at this Meeting, the Company will not be required to put a Spill Resolution. However, if the Remuneration Report receives a Strike at this Meeting and a second Strike at the 2027 annual general meeting, the Company will then be required to put a Spill Resolution.

Proxies

Resolution 1 is an ordinary resolution.

The Corporations Act places certain restrictions on the ability of "Key Management Personnel" (including the Chairman of the Meeting) and their "Closely Related Parties" to vote on Resolution 1 and also places restrictions on "Key Management Personnel" and their "Closely Related Parties" where they are voting as proxy for another shareholder on resolutions connected with the remuneration of Key Management Personnel.

To ensure that your vote is counted on Resolution 1, you are encouraged to direct your proxy on how to vote on that item by indicating your preference by completing the "For", "Against" or "Abstain" boxes on the Proxy Form. If you provide an undirected proxy in relation to Resolution 1 to a director (other than the Chairman of the Meeting) or other Key Management Personnel or their Closely Related Parties, such a proxy will not vote on Resolution 1. To allow such a proxy to vote on Resolution 1, you must direct the proxy how to vote by completing the "For", "Against" or "Abstain" boxes on the Proxy Form.

If you appoint the Chairman of the Meeting as your proxy in relation to Resolution 1, but do not complete the "For", "Against" or "Abstain" boxes on the Proxy Form for Resolution 1, the Chairman will exercise your proxy even though Resolution 1 is connected directly or indirectly with the remuneration of Key Management Personnel. The Chairman intends to vote all available proxies in favour of Resolution 1. If you wish to appoint the Chairman as proxy with a direction to vote against, or to abstain from voting on, Resolution 1, you must specify this by completing the "Against" or "Abstain" box on the Proxy Form.

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RESOLUTION 2 – Election of Director – Mr Malcolm Norris

In accordance with the Company's Constitution, Mr Malcolm Norris retires by rotation and, being eligible, offers himself for re-election as a Director of the Company. Mr Norris was appointed Non-executive Chair on 16 September 2024, and previously held the positions of Managing Director and CEO from 1 April 2014 to 14 April 2024, and Executive Director – Exploration from 15 April 2024 to 15 September 2024.

Mr Norris is a member of the Company's Audit and Financial Risk Committee.

Mr Norris is a senior mining industry professional with extensive experience in business management, mineral exploration, development of new business opportunities and asset transactions. His roles have covered a wide range of commodities, geographic locations and management of global portfolios of projects in both large and small organisations.

Mr Norris holds an MSc in Geology and a Masters in Applied Finance. He has more than 35 years of industry experience including 23 years with WMC Resources, followed by executive roles with Intrepid Mines and SolGold.

Recommendation: The Board (excluding Mr Norris) recommends that Shareholders vote in favour of Resolution 2.

RESOLUTION 3 – Approval to issue up to 1,415,179 Performance Rights to CEO/Managing Director, Patrick Duffy or his nominee.

Background

The Board is seeking Shareholder approval for Resolution 3 referred to in the accompanying Notice of Meeting for the purposes of Listing Rule 10.14 and all other purposes.

Corporations Act

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because the issue of Performance Rights is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

Listing Rules

Listing Rule 10.14 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of equity securities under an employee incentive scheme to a director, or associate of a director, of the company. The Company proposes to grant the performance rights to Mr Duffy under the Employee Performance Rights Plan and the Plan Rules will apply to the grant. The definition of 'equity securities' under the Listing Rules includes a 'right to a share or unit or option'. Further, as noted above, Mr Duffy is a director of the Company, hence Shareholder approval under Listing Rule 10.14 is being sought.

If Resolution 3 is passed, the Company will be able to issue the 1,415,179 Performance Rights to Mr Duffy and, subject to the performance conditions being met, issue the shares on the vesting of the Performance Rights. If Resolution 3 is not passed, the Company will not be able to issue the Performance Rights to Mr Duffy and will need to reconsider the remuneration arrangements for Mr Duffy.

In accordance with Listing Rule 7.2, Exception 14, the general prohibition under Listing Rule 7.1 in relation to the 15% threshold will not apply to the Performance Rights issued under Resolution 3 provided Shareholder approval is obtained under Listing Rule 10.14. If Shareholder approval is given under Listing Rule 10.14, the issue would not be counted towards the 15% placement capacity of the entity and approval is not required under Listing Rule 7.1.

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Listing Rule disclosure

Details of the proposed issues under Resolution 3 as required by Listing Rule 10.15 are as follows:

<table>
<tr><th colspan="2">Required disclosure</th></tr>
<tr><td>Proposed allottees</td><td>Mr Patrick Duffy, or his nominee.</td></tr>
<tr><td>Nature of relationship with Sunstone</td><td>Mr Patrick Duffy is a related party of the Company because of his role as Managing Director and CEO (i.e. a director per Listing Rule 10.14.1).</td></tr>
<tr><td>Maximum number of securities to be issued</td><td>Subject to Shareholder approval, it is proposed that Mr Duffy will be issued up to 1,415,179 Performance Rights to subscribe for new ordinary shares in the Company.</td></tr>
<tr><td>Issue Price/ Use of funds</td><td>Nil. No funds will be raised on the initial issue of the Performance Rights to Mr Duffy as they are being granted for no consideration.</td></tr>
<tr><td>The number of securities that have previously been issued to the Allottee under the scheme (since 2015) and the average acquisition price (if any) paid by the allottee for those securities</td><td>The number of securities previously issued Mr Duffy is set out below:
<table><tr><th></th><th>Mr Duffy</th></tr><tr><td>Performance rights previously issued[1]</td><td>2,059,308</td></tr><tr><td>Performance Rights vested[1]</td><td>166,666</td></tr><tr><td>Performance Rights lapsed[1]</td><td>333,334</td></tr><tr><td>Performance Rights outstanding[1]</td><td>1,559,308</td></tr></table>Note 1: As adjusted for the 30-for-1 share consolidation completed in March 2026
No acquisition price has been paid by Mr Duffy on any of the Performance Rights.</td></tr>
<tr><td>Terms of issue and material terms of the Employee Performance Rights Plan</td><td>The terms and conditions of the Performance Rights to be issued to Mr Duffy under Resolution 3 and the material terms of the Employee Performance Rights Plan are set out in Annexure A to this Explanatory Memorandum.
Each Performance Right proposed to be granted entitles the holder to subscribe for one new ordinary share in the Company, upon satisfying the performance conditions. Shares issued on vesting of the Performance Rights will rank equally in all respects with the existing fully paid ordinary shares in the Company.
There are no Loans associated with the issue.</td></tr>
</table>

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Required disclosure	
Performance Conditions, and expiry date	In relation to Mr Duffy, the Performance Rights to be issued and the performance conditions required for vesting are as follows: 1,415,179 Performance Rights with the following Performance Conditions for Vesting: a) Tranche 1 – 50% or 707,589 Performance Rights to vest if the 60-day Volume Weighted Average Price (**VWAP**) of Sunstone Shares at 30 June 2029 is at or above 42.45 cents per share b) Tranche 2 – 50% or 707,590 Performance Rights to vest if the 60-day VWAP of Sunstone Shares at 30 June 2029 is at or above 56.60 cents per share c) Performance Rights under Tranche 1 and 2 cannot vest prior to 30 June 2029 A pre-requisite for Vesting is continuous employment from 1 July 2026 to 30 June 2029. Any Performance Rights which do not vest will lapse.
Why the Performance Rights are being issued to the Allottee	The primary purpose of the issue of the Performance Rights is to provide cost effective remuneration and incentives for Mr Duffy in his role as Managing Director and reflects what the Board considers to be appropriate in the circumstances. It is considered appropriate to grant the Performance Rights to Mr Duffy as a means of: • retaining his services by providing a competitive remuneration package; • providing incentives linked to the performance of the Company, thereby aligning his interests more closely with that of the Company; and • providing him with an opportunity to acquire equity in the Company. It is further considered that the performance of Mr Duffy and the performance and value of the Company will be closely related. Mr Duffy brings a wealth of experience to the Company and valuable fundraising experience, mine development and mining exploration contacts. The Directors (other than Mr Duffy) believe that the proposed issue of Performance Rights are in the best interests of the Company and promotes the interests of the Company on the basis that the Managing Director will be increasingly committed to improving the performance of the Company for the benefit of Shareholders.
Why the three performance related vesting conditions were chosen	The two performance related vesting conditions were chosen in order to closely align rewards for performance of key employees with the achievement of the Company's growth and strategic objectives for the 2027 financial year and beyond, to deliver superior performance that creates shareholder value. *30 June 2029 60-day VWAP being equal to or higher than 42.45 cents?* This vesting condition was chosen as it is a 50% premium on the 60-day VWAP at 30 June 2026 of 28.30 cents per share, and a 143% premium to the placement in July 2026 of 17.5 cents. The testing date at 30 June 2029 is to ensure a sustained increase in share price is achieved over the 3 year continuous employment requirement from 1 July 2026 to 30 June 2029.

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Required disclosure	
	30 June 2029 60-day VWAP being equal to or higher than 56.60 cents? This vesting condition was chosen as it is a 100% premium on the 60-day VWAP at 30 June 2026 of 28.30 cents per share, and a 223% premium to the placement in July 2026 of 17.5 cents. The testing date at 30 June 2029 is to ensure a sustained increase in share price is achieved over the 3 year continuous employment requirement from 1 July 2026 to 30 June 2029.
Why the number of Performance Rights and value of the Performance Rights was chosen	*Why the number of Performance Rights?* The number of Performance Rights was chosen following a review of similar organisations to be market competitive. The Performance Rights will be granted as a key component of the Managing Director's and Executive Chair's remuneration in order to retain services and provide incentives linked to the performance of the Company. It is further considered that the performance of the Managing Director and Executive Chair and the performance and value of the Company will be closely related. *What is the value of the Performance Rights?* 22 Corporate Advisory Pty Ltd, as independent valuers, has determined that the total value of the Performance Rights to be issued to Mr Duffy (as at the date of the Performance Rights Valuations) is $169,468. Attaining all the exercising conditions will also mean a significant increase in the share price. If such a share price increase is attained, the Board (excluding Mr Duffy) determined that the financial reward to Mr Duffy was appropriate and aligned his interests with that of all Shareholders.
Valuation of the financial benefit	The Company engaged 22 Corporate Advisory Pty Ltd to undertake valuations of the Performance Rights proposed to be issued to Mr Duffy (**Performance Rights Valuations**). 22 Corporate Advisory Pty Ltd valued the Performance Rights using the Monte Carlo simulation, which utilises the Binomial Option Pricing Model, for the valuation to simultaneously simulate the performance of the Company's share price. The valuation models use the following variables to determine the value of the Performance Rights: a) value of the underlying asset **–** share price of $0.195 being the closing share price on ASX as at 10 September 2026; b) vesting conditions **–** as referred to above, with Tranche 1 share price hurdle being 42.45 cents and Tranche 2 being 56.60 cents, as these are higher than 50% and 100% above the share price referred to in a) above; c) expected volatility of the share price **–** 95% based on 3 year historical volatility; d) risk free rate – the Australian Government 3-year bond rate as at 10 September 2026 of 4.863%; e) time to maturity – the vesting date of 30 June 2029; and f) expected dividend yield – Nil, given the Company is a mineral exploration company with no history of paying dividends. Based on the assumptions outlined above, 22 Corporate Advisory Pty Ltd calculated the value of the Performance Rights to be $169,468, with a total value for each Tranche as follows: • Tranche 1 **–** $0.1266 per Performance Right = $89,581

<table>
<tr><th colspan="2">Required disclosure</th></tr>
<tr><td></td><td>
Tranche 2 – $0.1129 per Performance Right = $79,887
However, it is important for Shareholders to note that this stated value of the Performance Rights may go up or down at any time despite the Performance Rights Valuations. This is because the value of the Performance Rights will depend on the valuation methodology used in any future valuation, together with the relevant assumptions made under the Performance Rights Valuations compared to any future valuations.

The Board (other than Mr Duffy) believes, having taken appropriate expert advice on the matter, that the valuation and use of the Monte Carlo simulation model was appropriate in the circumstances. The Board has not used any other valuation model in proposing the terms or number of Performance Rights.
</td></tr>
<tr><td>Directors' interest in the outcome</td><td>Other than the interests that Mr Duffy has in the resolution, none of the Directors have an interest in the outcome of Resolution 3.</td></tr>
<tr><td>Date of issue of the Performance Rights</td><td>If Resolution 3 is passed, the Performance Rights to be issued to Mr Duffy (or his nominees) are expected to be issued no later than one month after the date of the Meeting but in any event the Performance Rights will be issued no later than the date that is 3 years after the date of the meeting.</td></tr>
<tr><td>Disclosure of total remuneration package</td><td>
As noted above, the Performance Rights are proposed to be issued to Mr Duffy as a means of providing cost-effective remuneration and incentives for him in his role as Managing Director. These Performance Rights are proposed to be part of the annual remuneration of Mr Duffy, under the approved Employee Performance Rights Plan, with the annual value being subject to the discretion of the Board and also subject to shareholder approval.

The remuneration and emoluments from the Company for Mr Duffy for the current financial year are:
<table>
<tr><th>Related party</th><th>Current financial year remuneration</th></tr>
<tr><td>Mr Patrick Duffy</td><td>$400,496 per annum inclusive of superannuation*

$71,766 cash bonus paid

1,415,179 Performance Rights per Resolution 3 (subject to shareholder approval)</td></tr>
</table>
*Paid pursuant to service contracts with the Company.
</td></tr>
</table>

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<table>
<tr><th colspan="2">Required disclosure</th></tr>
<tr><td>Securities held in the Company</td><td>The current relevant interests (i.e. before Resolution 3 is approved) of Mr Duffy in the securities of the Company are set out below*:
<table><tr><th>Related party</th><th>Shares</th><th>Options</th><th>Performance Rights</th></tr><tr><td>Mr Patrick Duffy</td><td>1,230,943</td><td>366,667</td><td>1,559,308</td></tr></table>
If Resolution 3 is approved by shareholders, the relevant interests (i.e. after the Resolutions are approved) of Mr Duffy in the securities of the Company will be as set out below:
<table><tr><th>Related party</th><th>Shares</th><th>Options</th><th>Performance Rights</th></tr><tr><td>Mr Patrick Duffy</td><td>1,230,943</td><td>366,667</td><td>2,974,487</td></tr></table>
* Includes direct and Indirect holdings</td></tr>
<tr><td>Statement required Listing Rule 10.15.11</td><td>Details of any securities issued under the scheme will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that the approval for issue was obtained under listing rule 10.14.

Any additional persons covered by listing rule 10.14 who become entitled to participate in an issue of securities under the scheme after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule.</td></tr>
<tr><td>Dilution effect the issue of the Performance Rights will have on existing Shareholders</td><td>If all the Performance Rights currently held by Mr Duffy and to be granted to Mr Duffy pursuant to Resolution 3 vest, a total of 2,974,487 Shares would be allotted and issued. This would increase the total number of Shares on issue from 284,028,560 (at 30 September 2026) to 287,003,047 (assuming no other Performance Rights or Shares are issued or Options exercised), with the effect that the shareholding of existing Shareholders would be diluted by 1.0%.</td></tr>
<tr><td>Voting exclusion</td><td>A voting exclusion applies to this resolution – please see the notes.</td></tr>
</table>

The following table demonstrates the dilution of all other shareholdings in the Company upon exercise of all existing Options and Performance Rights, and exercise of the Performance Rights issued to Mr Duffy, assuming that Shareholders pass Resolution 3:

Current shares issued (at 30 September 2026)	284,028,560	Dilution effect
Shares issued assuming all existing Options and Performance Rights are exercised	17,137,321	6.03%
Shares issued assuming exercise of the Performance Rights to be granted to Mr Duffy pursuant to Resolution 3	1,415,179	0.50%
Total shares	302,581,060	6.53%

Section 200E of the Corporations Act – retirement benefits

Section 200B of the Corporations Act requires shareholder approval by ordinary resolution, and in accordance with the provisions of section 200E of the Corporations Act, in order to access the exemption from the prohibition on a company giving a person a benefit in connection with that

person's retirement from an office or employment in that company where that person is, or was in the three years prior to his or her retirement, in a managerial or executive office in that company.

The Employee Performance Rights Plan allows the Board, in its discretion, to determine that some or all of the Performance Rights are deemed to have vested in the event a participant's employment ceases (**Accelerated Vesting**).

In the circumstance of Accelerated Vesting, the value of the termination benefits that the Board may give under the Employee Performance Rights Plan cannot be determined in advance, as many of the factors that will or are likely to affect that value will not be known until the benefit is decided to be given (if at all). The Board has not determined whether it will exercise discretion to grant any Accelerated Vesting or, in what circumstances, it will exercise its discretion.

Specifically, the value of an Accelerated Vesting will depend on a number of factors, including the Company's share price at the time of vesting of the Performance Rights and the number of Performance Rights that the Board determines to vest early (if any).

Additional information and Directors' recommendation

Resolution 3 - Approval to issue up to 1,415,179 Performance Rights to the Managing Director, Mr Patrick Duffy or his nominee

Mr Duffy declines to make a recommendation to Shareholders in relation to Resolution 3 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 3, recommend that Shareholders vote in favour of Resolution 3.

Recommendation: The Board, with Mr Duffy abstaining, unanimously recommends that Shareholders vote in favour of Resolution 3.

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RESOLUTION 4 – Approval to issue up to 475,000 Options to Non-Executive Director, Mr Malcolm Norris or his nominee (subject to the passing of Resolution 2)

RESOLUTION 5 – Approval to issue up to 475,000 Options to Non-Executive Director, Mr Neal O'Connor or his nominee

RESOLUTION 6 – Approval to issue up to 475,000 Options to Non-Executive Director, Mr Stephen Stroud or his nominee

Background

The Board is seeking Shareholder approval for Resolutions 4, 5 and 6 referred to in the accompanying Notice of Meeting for the purposes of Listing Rule 10.11.

Because Messrs Norris, O'Connor and Stroud are Directors of the Company and as the Company is seeking to issue them with the same form of equity (i.e. Options under Resolutions 4, 5 and 6 respectively), the explanations on these three Resolutions have been grouped as set out below.

Corporations Act

Shareholder approval under Chapter 2E of the Corporations Act (related party benefits) is not required because the issue of Options is considered to be reasonable remuneration and falls within the exception to the requirement for shareholder approval.

Listing Rules

Listing Rule 10.11 requires a listed company to obtain Shareholder approval by ordinary resolution prior to the issue of equity securities to any person who falls under one of the following categories:

- *LR 10.11.1:* a related party;
- *LR 10.11.2:* a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company;
- *LR 10.11.3:* a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a director to the board of the Company pursuant to a relevant agreement which gives them a right or expectation to do so;
- *LR 10.11.4:* an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- *LR 10.11.5:* a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in the ASX's opinion, the issue or agreement should be approved by its shareholders.

The definition of 'equity securities' under the Listing Rules includes an 'option over an issued or unissued security'. Further, as noted above, Messrs Norris, O'Connor and Stroud are considered to be related parties under Listing Rule 10.11.1 of the Company by virtue of their roles on the Board of Sunstone, hence Shareholder approval under Listing Rule 10.11 is being sought.

If Resolution 4 is passed (and subject to the passing of Resolution 2), the Company will be able to issue the 475,000 Options to Mr Norris and, subject to the exercise conditions being met, issue the shares on exercise of the Options. If Resolution 4 is not passed, the Company will not be able to issue the Options to Mr Norris and will need to reconsider the remuneration arrangements for Mr Norris.

If Resolution 5 is passed, the Company will be able to issue the 475,000 Options to Mr O'Connor and, subject to the exercise conditions being met, issue the shares on exercise of the Options. If Resolution 5 is not passed, the Company will not be able to issue the Options to Mr O'Connor and will need to reconsider the remuneration arrangements for Mr O'Connor.

If Resolution 6 is passed, the Company will be able to issue the 475,000 Options to Mr Stroud and, subject to the exercise conditions being met, issue the shares on exercise of the Options. If Resolution 6 is not passed, the Company will not be able to issue the Options to Mr Stroud and will need to reconsider the remuneration arrangements for Mr Stroud.

In accordance with Listing Rule 7.2, Exception 14, the general prohibition under Listing Rule 7.1 in relation to the 15% threshold will not apply to the Options issued under Resolutions 4, 5 and 6 provided Shareholder approval is obtained under Listing Rule 10.11. If Shareholder approval is given under

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Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Corporations Act and Listing Rule disclosure

Details of the proposed issues under Resolutions 4, 5 and 6 as required by Listing Rule 10.13 are as follows:

Required disclosure	
Proposed allottees	Mr Malcolm Norris, Mr Neal O'Connor and Mr Stephen Stroud or their nominees
Nature of relationship with Sunstone	Messrs Norris, O'Connor and Stroud are related parties of Sunstone because of their roles as Non-Executive Directors of the Company. Mr Norris is also the Non-Executive Chairman of the Company. The directors are considered to a related party of Sunstone (per Listing Rule 10.11.1), and their nominees are considered an associate (per Listing Ruld 10.11.4).
Maximum number of securities to be issued	Subject to Shareholder approval, it is proposed that Messrs Norris (subject to the passing of Resolution 2), O'Connor and Stroud will each be issued up to 475,000 Options to subscribe for new ordinary shares in the Company. For the purposes of relying on the Shareholder approval obtained for these Resolutions, all Options will be issued no later than 1 month after this Annual General Meeting.
Issue Price	Nil
Exercise price and expiry date	The Options to be issued and their exercise price are as follows: All 1,425,000 Options will be exercisable at the maximum of $0.2888, or a price 50% above the Volume Weighted Average Price (VWAP) of the Company's shares on the 5 days prior to the date Shareholder approval is granted, rounded up to the next tenth of a cent. All of the Options will have an exercise period commencing 12 months from the date Shareholder approval is granted and expiring 3 years from the date Shareholder approval is granted.
Terms of issue	The terms and conditions of the Options to be issued are set out in Annexure B to this Explanatory Memorandum. Each Option proposed to be granted is subject to a 12-month vesting condition before the Option can be exercised, lapsing if the allottee departs the Company within this period, and entitles the holder to subscribe for one new ordinary share in the Company at the exercise price specified above exercisable during the exercise period specified. The Shares issued on exercise of the Options will rank equally in all respects with the existing fully paid ordinary shares in the Company.
Use of funds	No funds will be raised on the initial issue of the Options to Messrs Norris, O'Connor and Stroud as they are being granted for no consideration. If Messrs Norris, O'Connor and Stroud exercise any or all of their Options, funds will be raised based on the exercise price set out above. These funds will be put towards the Company's general working capital requirements and exploration activities at the relevant time.
Why the Options are being issued to the allottees	The primary purpose of the issue of the Options is to provide cost effective remuneration and incentives for Messrs Norris, O'Connor and Stroud in their respective roles as Directors and reflects what the Board considers to be appropriate in the circumstances. It is considered appropriate to grant the Options to Messrs Norris, O'Connor and Stroud as a means of: • retaining their services by providing a competitive remuneration

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	package; • providing incentives linked to the performance of the Company, thereby aligning their interests more closely with that of the Company; and • providing them with an opportunity to acquire equity in the Company. It is further considered that the performance of Messrs Norris, O'Connor and Stroud and the performance and value of the Company will be closely related. The Options to be granted will only be of benefit if Messrs Norris, O'Connor and Stroud perform to the level whereby the value of the Company increases sufficiently to warrant exercising the Options. Messrs Norris, O'Connor and Stroud bring a wealth of experience to the Company and valuable fundraising experience, mine development and mining exploration contacts. The Directors believe that the proposed issue of Options are in the best interests of the Company and promote the interests of the Company on the basis that the Directors will be increasingly committed to improving the performance of the Company for the benefit of Shareholders.
Why the number of Options and value of the Options was chosen	*Why the number of Options?* The number of Options was chosen following a review of similar organisations to be market competitive. The Options will be granted as a key component of the relevant Director's remuneration in order to retain services and provide incentives linked to the performance of the Company. It is further considered that the performance of Directors and the performance and value of the Company will be closely related. As such, the Options to be granted will only be of benefit if the Directors perform to the level whereby the value of the Company increases sufficiently to warrant exercising the Options. *What is the value of the Options?* 22 Corporate Advisory Pty Ltd, as independent valuers, has determined that the total value of the Options to be issued is (as at the date of the Options Valuations) $146,490, based on a closing share price of $0.1925 at 31 August 2026 and an exercise price of $0.2888 (50% premium). Attaining all the exercising conditions will also mean an increase in the share price. If a share price increase is attained the Board determined that the financial reward to Messrs Norris, O'Connor and Stroud was appropriate and aligned their interests with that of all Shareholders.
Valuation of the financial benefit	The Company engaged 22 Corporate Advisory Pty Ltd to undertake valuations of the Options proposed to be issued to Messrs Norris, O'Connor and Stroud (**Options Valuations**). 22 Corporate Advisory Pty Ltd valued the Options using a Black-Scholes Option Pricing (BSOP) methodology. The Options Valuations assumed an exercise price of $0.2888, and attributed a total value of $146,490 to the total 1,425,000 Options proposed to be issued under Resolutions 4, 5 and 6 as follows: *Exercise Price $0.2888* Mr Norris: $48,830 Mr O'Connor: $48,830 Mr Stroud: $48,830 However, it is important for Shareholders to note that this stated value of the Options may go up or down at any time despite the Options Valuations. This is because the value of the Options will depend on the valuation

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<table>
<tr><td></td><td>methodology used in any future valuation, together with the relevant assumptions made under the Options Valuations compared to any future valuations.

For the purposes of the Options Valuations, the following facts or assumptions were used:
• the Options are exercisable at the higher of $0.2888 (used for the valuation) or 150% of the 5-day VWAP prior to approval;
• the volatility of the Company's share price was calculated with regard to the historical volatility, being 95% for 3 years;
• the Options expire 3 years from date of shareholder approval;
• the risk-free rate used is 4.662%, which is the 3-year Government Bond Rate as at 31 August 2026;
• for the purposes of the Options Valuations, no future dividend payments were forecast, given the Company is a mineral exploration company with no history of paying dividends; and
• the valuation of the share-based payments do not consider non-market vesting conditions, consistent with AASB 2 (i.e. probability of Non-executive Directors leaving before vesting date).

Based on the assumptions outlined above, 22 Corporate Advisory Pty Ltd calculated the value of the Options to be $146,490.

The Board believes, having taken appropriate expert advice on the matter, that the Options Valuations and use of the trinomial lattice valuation model was appropriate in the circumstances. The Board has not used any other valuation model in proposing the terms or number of Options.</td></tr>
<tr><td>Disclosure of total remuneration package</td><td>As noted above, the Options are proposed to be issued to Messrs Norris, O'Connor and Stroud as a means of providing cost effective remuneration and incentives for them in their roles as Directors. These Options are proposed to be a one-off issue of securities to Messrs Norris, O'Connor and Stroud or their nominees for that purpose.

The remuneration and emoluments from the Company for Messrs Norris, O'Connor and Stroud for the current financial year are:

<table>
<tr><th>Related party</th><th>Current financial year remuneration*</th></tr>
<tr><td>Mr Malcolm Norris</td><td>$95,000 per annum
475,000 Options per Resolution 4, subject to the passing of resolution 2</td></tr>
<tr><td>Mr Neal O'Connor</td><td>$60,000 per annum
475,000 Options per Resolution 5</td></tr>
<tr><td>Mr Stephen Stroud</td><td>$60,000 per annum
475,000 Options per Resolution 6</td></tr>
</table>
Paid pursuant to service contracts with the Company.

Directors are also entitled to reimbursement of all reasonable travelling, accommodation and other expenses that are properly incurred in attending meetings of Directors or any meetings of committees of Directors, in attending meetings of Shareholders or in connection with the business of the Company.</td></tr>
<tr><td>Directors' interest in the outcome</td><td>Other than the interests that Messrs Norris, O'Connor and Stroud each have in the resolutions that relate to their individual allotment, none of the other Directors have an interest in the outcome of Resolutions 4, 5 and 6.</td></tr>
</table>

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<table>
<tr><td>Dilution effect the issue of the Options will have on existing Shareholders</td><td>If all the Options granted to each of Messrs Norris, O'Connor and Stroud are exercised, a total of 1,425,000 Shares would be allotted and issued. This would increase the total number of Shares on issue from 284,028,560 (at 30 September 2026) to 285,453,560 (assuming no other Options or Shares are issued), with the effect that the shareholding of existing Shareholders would be diluted by 0.50%.</td></tr>
<tr><td>Securities held in the Company</td><td>The current relevant interests (i.e. before any of the Resolutions 4, 5 and 6 are approved) of each of Messrs Norris, O'Connor and Stroud in the securities of the Company are set out below:
<table>
<tr><th>Related party</th><th>Shares</th><th>Options</th><th>Performance Rights</th></tr>
<tr><td>Mr Malcolm Norris</td><td>1,703,572</td><td>266,668</td><td>200,001</td></tr>
<tr><td>Mr Neal O'Connor</td><td>423,320</td><td>316,668</td><td>Nil</td></tr>
<tr><td>Mr Stephen Stroud</td><td>512,746</td><td>500,001</td><td>Nil</td></tr>
</table>
If Resolutions 4, 5 and 6 are approved by shareholders, the relevant interests (i.e. after the Resolutions are approved) of each of Messrs Norris, O'Connor and Stroud in the securities of the Company will be as set out below:
<table>
<tr><th>Related party</th><th>Shares</th><th>Options</th><th>Performance Rights</th></tr>
<tr><td>Mr Malcolm Norris</td><td>1,703,572</td><td>741,668</td><td>200,001</td></tr>
<tr><td>Mr Neal O'Connor</td><td>423,320</td><td>791,668</td><td>Nil</td></tr>
<tr><td>Mr Stephen Stroud</td><td>512,746</td><td>975,001</td><td>Nil</td></tr>
</table></td></tr>
<tr><td>Voting exclusion</td><td>Voting exclusions apply to Resolutions 4, 5 and 6 – please see the notes.</td></tr>
</table>

The market price of Shares in the Company would normally determine whether Messrs Norris, O'Connor and Stroud (or their nominee) will exercise the Options. If the Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company. The highest, lowest, and last recorded closing market price of the Shares quoted on ASX during the 12-month period prior to the date of this Notice of Meeting were:

Highest	$0.750 on 1 December 2025
Lowest	$0.165 on 3 August 2026
Last	$0.180 on 30 September 2026

Additional information and Directors' recommendation

Resolution 4 - Approval to issue up to 475,000 Options to Non-Executive Director, Mr Malcolm Norris or his nominee

Mr Norris declines to make a recommendation to Shareholders in relation to Resolution 4 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 4, recommend that Shareholders vote in favour of Resolution 4. The Board, other than Mr Norris, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 4.

Recommendation: The Board, with Mr Norris abstaining, unanimously recommend that Shareholders vote in favour of Resolution 4.

Resolution 5 - Approval to issue up to 475,000 Options to Non-Executive Director, Mr Neal O'Connor or his nominee

Mr O'Connor declines to make a recommendation to Shareholders in relation to Resolution 5 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 5, recommend that Shareholders vote in favour of Resolution 5. The Board, other than Mr O'Connor, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 5.

Recommendation: The Board, with Mr O'Connor abstaining, unanimously recommend that Shareholders vote in favour of Resolution 5.

Resolution 6 - Approval to issue up to 475,000 Options to Non-Executive Director, Mr Stephen Stroud or his nominee

Mr Stroud declines to make a recommendation to Shareholders in relation to Resolution 6 due to his material personal interest in the outcome of the Resolution. The other Directors, who do not have a material interest in the outcome of Resolution 6, recommend that Shareholders vote in favour of Resolution 6. The Board, other than Mr Stroud, are not aware of any other information which would reasonably be required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolution 6.

Recommendation: The Board, with Mr Stroud abstaining, unanimously recommend that Shareholders vote in favour of Resolution 6.

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SPECIAL BUSINESS

RESOLUTION 7 – Approval of 10% Placement Facility

Purpose of resolution

The purpose of Resolution 7 is to enable the directors to issue Equity Securities up to 10% of the Company's fully paid ordinary issued share capital under Listing Rule 7.1A during the 12-month period following this Meeting (**10% Placement Period**), without subsequent Shareholder approval and without using the Company's 15% placement capacity under Listing Rule 7.1 (**Placement Facility**).

Resolution 7 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

Recommendation: The Board recommends that Shareholders vote in favour of Resolution 7.

General information

Listing Rule 7.1A enables "eligible entities" to issue Equity Securities up to 10% of its fully paid ordinary issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity for the purposes of Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of $51.1 million (on the basis of the Company's closing share price of $0.18 on 30 September 2026, and shares on issue of 248,028,560 at that time).

If Shareholders approve Resolution 7, 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 Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without shareholder approval set out in Listing Rule 7.1.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to the formula for calculating 10% Placement Facility set out in (iii) below).

Description of Listing Rule 7.1A

(i) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(ii) 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 of Meeting, has on issue one class of quoted Equity Securities, namely Shares.

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(iii) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid ordinary securities on issue at the commencement of the relevant period,

- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17,
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within rule 7.2 exception 9 where:
  - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
  - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
  - the agreement was entered into before the commencement of the relevant period; or
  - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4,
- plus the number of any other fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or 7.4,
- plus the number of partly paid ordinary securities that became fully paid in the relevant period;
- less the number of fully paid ordinary securities 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 the holders of its ordinary securities under Listing Rule 7.4; and

"relevant period" has the same meaning as in rule 7.1. In the case of the Company the relevant period is the 12 month period immediately preceding the date of the issue or agreement.

(iv) Listing Rule 7.1 and Listing Rule 7.1A

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

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A, subject to Shareholder approval being obtained under Resolution 7, will be calculated at the date of issue of the Equity Securities, or the agreement date, in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to the formula for calculating 10% Placement Facility set out in (iii) above).

(v) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days 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 Equity 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.

(vi) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

a) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;

b) the time and date of the Company's next annual general meeting; or

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**).

Specific information required by Listing Rule 7.3A

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

7.3A.1 Date of issue

The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 7 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

7.3A.2 Minimum Price

The Equity Securities will be issued at an issue price in accordance with paragraph *(v)* above.

7.3A.3 Purpose of issue under 10% Placement Facility

The Company can only issue Equity Securities under the 10% Placement Facility for cash consideration. The Company intends to use the funds raised towards an acquisition of new assets or other investments (including expenses associated with such acquisition), continued exploration and feasibility study expenditure on the Company's current assets and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any Equity Securities.

7.3A.4 Risk of voting dilution

If Resolution 7 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 table in Appendix 1 to this Explanatory Memorandum. There is a risk that:

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 the 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.

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The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares 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 table also shows:

(i) an example where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of fully paid ordinary securities the Company has on issue. The number of fully paid ordinary securities on issue may increase as a result of issues of fully paid 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

(ii) an example of the result of the issue price of fully paid ordinary securities decreasing by 50% and increasing by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.09 50% decrease in Issue Price	$0.18 Issue Price	$0.36 100% Increase in Issue Price
Current Variable A 284,028,560 Shares	**10% Voting Dilution**	28,402,856 Shares	28,402,856 Shares	28,402,856 Shares
	Funds raised	$2,556,257	$5,112,514	$10,225,028
50% increase in current Variable A 426,042,840 Shares	**10% Voting Dilution**	42,604,284 Shares	42,604,284 Shares	42,604,284 Shares
	Funds raised	$3,834,386	$7,668,771	$15,337,542
100% increase in current Variable A 568,057,120 Shares	**10% Voting Dilution**	56,805,712 Shares	56,805,712 Shares	56,805,712 Shares
	Funds Raised	$5,112,514	$10,225,028	$20,450,056

The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

(i) The current Shares on issue are the Shares on issue as at 30 September 2026.

(ii) The current issue price is $0.18, being the closing price of the Company's Shares on ASX on 30 September 2026.

(iii) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.

(iv) No Options or Performance Rights are exercised into Shares before the date of the issue of the Equity Securities.

(v) The 10% voting dilution reflects the aggregate percentage dilution against the fully paid ordinary issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.

(vi) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

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7.3A.5 Allocation under 10% Placement Facility

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 the 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, a rights issue or other issue 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 of Meeting but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

7.3A.6 Equity Securities issued or agreed to issue under Listing Rule 7.1A.2 in the 12 months preceding the date of the Meeting

The Company previously obtained shareholder approval under Listing Rule 7.1A at its 2025 AGM.

In the previous 12 months, the Company issued 22,721,351 ordinary shares (representing 10.0% of the shares on issue) at $0.175 (17.5 cents) per share which utilised Listing Rule 7.1A.2. Shares were issued to professional and sophisticated investors on the basis of advice from Joint Lead Managers Morgans Corporate Limited and Cannacord Genuity. The shares issued under 7.1A.2 raised $3,976,236 and were issued at a discount of 12.5% to the closing price on the day the shares were issued. To date, none of these funds have been spent, with the funds raised to be spent on exploration drilling at the El Palmar project. This issue of shares was ratified by shareholders under Listing Rule 7.4 at a General Meeting on 17 August 2026.

7.3A.7 Voting Exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities which would be issued under Listing Rule 7.1A. No existing shareholder's votes will, therefore, be excluded under the voting exclusion in the Notice of Meeting.

Recommendation: The Board believes that the resolution under Resolution 7 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

RESOLUTION 8 – Renewal of proportional takeover bid provisions

Proportional takeover provisions

A proportional takeover bid is one under which an offer is made for only a proportion of each shareholder's shares.

Rule 161 of the Constitution prohibits the registration of a transfer of shares under a proportional takeover bid unless and until an ordinary resolution approving the bid is passed by the relevant shareholders (**Proportional Takeover Provisions**).

Under the Corporations Act, the Proportional Takeover Provisions will apply for a maximum period of 3 years unless earlier renewed at a general meeting. The Proportional Takeover Provisions were last approved at the 2023 annual general meeting and have expired. Accordingly, a special resolution is being put to shareholders under sections 136(2) and 648G of the Corporations Act to approve the

adoption of rule 161 of the Constitution for the period from 5 November 2026 up to and including 5 November 2029.

Effect of Proportional Takeover Provisions

The effect of Proportional Takeover Provisions is that, if a proportional takeover bid is made to Shareholders, the Directors are required to seek Shareholder approval for such takeover bid at least 14 days before the last day of the bid period.

The resolution approving the bid must be passed by more than 50% of the votes cast on the resolution. The bidder and any associate of the bidder will be excluded from voting.

If a resolution to approve the bid is voted on and is rejected, all offers under the bid are taken to be withdrawn and each binding takeover contract for the bid can be rescinded.

If no resolution has been voted on to approve the bid in the required timeframe, a resolution is taken to have been passed approving the bid.

The proportional takeover provisions do not apply to full takeover bids and, if Resolution 8 is passed, it will only apply until 5 November 2029, unless renewed again by Shareholders.

Reasons for adopting and renewing the proportional takeover provisions

A proportional takeover bid involves an offer to buy only a specified portion of each Shareholder's shares. Therefore, without the proportional takeover provisions, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without Shareholders having an opportunity to sell all their shares.

The proportional takeover provisions give Shareholders the opportunity to decide whether or not a proportional takeover bid is acceptable and should be allowed proceed.

Potential advantages of renewal - Shareholders

The Proportional Takeover Provisions ensure that all Shareholders have an opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed.

The provisions may help Shareholders avoid being locked in as a minority and avoid a bidder acquiring control of the Company without paying an adequate control premium.

The provisions may assist in ensuring that any future proportional takeover bid is structured to be attractive to a majority of independent Shareholders.

Potential disadvantages of renewal - Shareholders

However, the Proportional Takeover Provisions may make a proportional takeover more difficult to achieve and therefore discourage proportional bids. This in turn, may reduce opportunities for Shareholders to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price. It may also be argued that the provisions constitute an additional restriction on the ability of Shareholders to deal freely with their shares.

Potential advantages and disadvantages of renewal - Directors

There are no specific advantages or disadvantages for Directors (in their capacity as Directors of the Company) of the Proportional Takeover Provisions.

Present acquisition proposals

At the date of this notice, no Director is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Special resolution

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person online, by proxy, by attorney, in the case of a corporate Shareholder, by a corporate representative).

Recommendation: The Board believes that the resolution under Resolution 8 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

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GLOSSARY

In this Explanatory Memorandum and Notice of Annual General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

$ means Australian dollars.

10% Placement Facility has the meaning given in the Explanatory Memorandum for Resolution 7.

10% Placement Period has the meaning given in the Explanatory Memorandum for Resolution 7

Annual General Meeting, AGM or **Meeting** means the meeting convened by the Notice.

Applicable Law means each of:

(a) the Corporations Act;

(b) the Corporations Regulations;

(c) the Listing Rules;

(d) any other applicable securities laws;

(e) the Constitution of the Company;

(f) applicable taxation laws; and

(g) any practice note, policy statement, class order, declaration or guideline relating to any of the items in paragraphs (a) to (f) of this definition.

ASIC means the Australian Securities and Investments Commission.

Associate has the meaning given to it in the Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the current board of directors of the Company.

Chairman or Chair means the Chairman of the Board.

Closely Related Party of a member of Key Management Personnel means:

(a) a spouse or child of the member;

(b) a child of the member's spouse;

(c) a dependant of the member or of 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 dealings with the entity;

(e) a company the member controls; or

(f) a person prescribed as such by the *Corporations Regulations 2001* (Cth).

Company or **Sunstone** means Sunstone Metals Limited ACN 123 184 412.

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Constitution means the constitution of the Company currently in force.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company as at the date of the Explanatory Memorandum.

Employee Performance Rights Plan or **EPRP** means the employee performance rights plan implemented with Shareholder approval at the Company's Annual General Meeting held on 24 October 2024.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of the Notice of Meeting.

Group Company means the Company, its subsidiaries and any other entity declared by the Board to be a member of the group for the purposes of the Employee Performance Rights Plan.

Key Management Personnel has the same meaning as in the accounting standards as defined in section 9 of the Corporations Act (so the term broadly includes those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any director, whether executive or otherwise, of the Company).

Listing Rules means the official listing rules of the ASX.

Notice or **Notice of Meeting** means the notice of Annual General Meeting including the Explanatory Memorandum and the Proxy Form.

Option means an option to acquire a fully paid ordinary share in the Company.

Performance Right means a right to be issued, for no consideration, a fully paid ordinary share in the capital of the Company upon the satisfaction of specified performance conditions.

Performance Rights Valuations means the valuation undertaken by 22 Corporate Advisory Pty Ltd in relation to the value of the Performance Rights proposed to be issued to Mr Duffy as described in the Explanatory Memorandum for Resolution 3.

Proxy Form means the proxy form accompanying the Notice.

Resolution means a resolution as set out in the Notice.

Share means a fully paid ordinary share in the Company.

Shareholder means a holder of a Share in the Company.

Shareholding means the aggregate of shares held by a Shareholder.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

VWAP means volume weighted average market price.

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ANNEXURE A – MATERIAL TERMS AND CONDITIONS OF CEO/MANAGING DIRECTOR PERFORMANCE RIGHTS AND EMPLOYEE PERFORMANCE RIGHTS PLAN

CEO/Managing Director Performance Rights

1. Each Performance Right entitles the holder to one ordinary share in the Company on the vesting of the Performance Right.

2. A Performance Right will only vest if:
   a) the Vesting Conditions applicable to that Performance Right are satisfied;
   b) the Vesting Conditions applicable to that Performance Right are waived by the Board; or
   c) a Change of Control event occurs.

3. 1,415,179 Performance Rights issued to the CEO/Managing Director (**Performance Rights Holder**) are subject to the following performance-related vesting conditions (**Vesting Conditions**):

   a) Tranche 1 – 50% or 707,589 Performance Rights to vest if the 60-day VWAP of Sunstone Shares at 30 June 2029 is at or above 42.45 cents per share

   b) Tranche 2 – 50% or 707,590 Performance Rights to vest if the 60-day VWAP of Sunstone Shares at 30 June 2029 is at or above 56.60 cents per share

   c) Performance Rights under Tranche 1 and 2 cannot vest prior to 30 June 2029

   d) Continuous employment from 1 July 2026 to 30 June 2029 is a requirement for vesting.

4. Unless the Board determines otherwise in its absolute discretion, a Performance Right will lapse upon the earliest to occur of:

   a) a Performance Rights Holder purporting to transfer or grant a security interest over that Performance Right;
   b) cessation of employment;
   c) fraudulent or dishonest actions;
   d) winding up of the Company;
   e) the Vesting Conditions in respect of a Performance Right not being met within any applicable period;
   f) any date specified in the relevant Invitation by which the Performance Rights will automatically lapse; or
   g) the 3 year anniversary of the date when the Performance Rights were granted (subject to testing of the Vesting Conditions).

5. Unless otherwise determined by the Board, if a Performance Rights Holder ceases to be an Eligible Employee, any Performance Rights of that Performance Rights Holder that have not as at that time already vested to Shares automatically lapse. In the case of cessation of employment due to death or ill health, the Board may determine that any of that Performance Rights Holder's Performance Rights vest, and the terms on which those Performance Rights vest. If the Board does not make such a determination within 3 months of the Performance Rights Holder ceasing to be an Eligible Employee, the Performance Rights of that Performance Rights Holder will be deemed to have lapsed on the date the Performance Rights Holder ceased to be an Eligible Employee.

6. Any shares that vest will be subject to Sunstone's Security Trading Policy which states certain closed periods where trading in shares is prohibited. The Policy also requires all

employees to seek approval from the Company Secretary and/or Chairman to trade in the Company's shares.

7. The Company will not apply to ASX for official quotation of the Performance Rights.

8. The Company will make application for official quotation on ASX of new shares allotted on vesting of the Performance Rights. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted pursuant to Performance Rights will qualify for dividends declared after the date of their allotment.

9. Performance Rights cannot be transferred, except that if at any time before the Performance Rights lapse the Performance Rights Holder dies, the legal personal representative of the deceased Performance Rights Holder may:
   a) elect to be registered as the new holder of the Performance Rights; and
   b) whether or not he becomes so registered, exercise those Performance Rights in accordance with the terms and conditions on which they were granted; and
   c) if the deceased has already exercised Performance Rights, pay the exercise price (if any) in respect of those Performance Rights.

10. Performance Rights do not confer to the Performance Rights Holder any of the following with respect to Performance Rights held:
   a) Any right to vote;
   b) Any entitlement to a dividend;
   c) Any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise;
   d) Any right to participate in the surplus profit or assets of the entity upon a winding up;
   e) Any right to participate in new issues of securities such as bonus issues or entitlement issues

11. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the Performance Rights are exercisable will be increased by the number of ordinary shares which the holder of the Performance Rights would have received if the Performance Rights had vested before the record date for the bonus issue.

12. If, during the currency of the Performance Rights the issued capital of the Company is reorganised, those Performance Rights will be reorganised to the extent necessary to comply with ASX Listing Rules.

13. Subject to the terms and conditions of a grant of a Performance Right and the Applicable Laws, if a Change of Control (as defined in the Employee Performance Rights Plan) occurs, all Performance Rights will immediately vest.

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Material terms of Employee Performance Rights Plan

Eligibility	Any person, including an Executive Director, who is engaged in full time or part time employment (including contractors) of the Company or an associated body corporate of the Company or any person acquiring and holding any EPRP share or option for the benefit of any such person. If an Executive Director is to participate in the EPRP, the issues of Performance Rights to the Executive Director will be subject to first obtaining shareholder approval. Non-Executive Directors are not eligible to participate in the EPRP.
Performance Conditions	Vesting conditions may be imposed by Directors for each grant under the EPRP. These vesting conditions may differ for each grant of Performance Rights under the EPRP, as they consider appropriate.
Grant of Performance Rights	Unless the Board otherwise determines, all Performance Rights are to be offered to participants for no consideration. The offer must be in writing and specify, amongst other things, the number of Performance Rights for which the participant may apply, any conditions to be satisfied before vesting, and the expiry date (if any) (as determined by the Board).
Performance Right Limit	The Company will not make an invitation under the EPRP which involves monetary consideration if the number of shares that may be issued, or acquired upon exercise of Performance Rights issued under an invitation, when aggregated with the number of shares issued, or that may be issued, as a result of all invitations under the EPRP during the 3 year period ending on the day of the invitation, will exceed 5% of the total number of issued shares at the date of the invitation.
Vesting	Unless stated otherwise for a particular tranche of Performance Rights, the Performance Rights may vest, subject to the performance related vesting conditions imposed by the Board, prior to the expiry date. The Company will apply for official quotation of any Shares issued on vesting of any Performance Rights.
Lapse	Unless the Board otherwise determines, the Performance Rights shall lapse in accordance with specific offer terms or events contained in the EPRP rules, including termination of employment or resignation, redundancy, death or disablement (subject to the Directors' discretion to extend the term of exercise in restricted cases).
Rights of participants	Once Shares are allotted upon exercise of the Performance Rights the participant will hold the Shares free of restrictions. The Shares will rank equally in all respects with all other ordinary shares on issue except as regards any rights attaching to ordinary shares by reference to a record date before the date of their allotment. Should the Company undergo a reorganisation or reconstruction of capital or any other such change, the terms of the Performance Rights will be reorganised in the manner provided for by the Listing Rules. Subject to the terms and conditions of a grant of Performance Rights and Applicable Laws, in the event of a change of control, all Performance Rights will automatically vest and convert to ordinary shares. A holder of Performance Rights is not entitled to participate in dividends, a new issue of Shares or other securities made by the Company to Shareholders merely because he or she holds Performance Rights. If there is a bonus share issue of securities, the number of shares over which Performance Rights are exercisable will be increased by the number of shares which the participant would have received if the Performance Rights had been exercised before the record date for the bonus issue.

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Assignment	The Performance Rights are not transferable or assignable without the prior written approval of the Board.
Administration	The EPRP will be administered by the Board which has an absolute discretion to determine appropriate procedures for its administration and resolve questions of fact or interpretation and formulate special terms and conditions (subject to the Listing Rules) in addition to those set out in the EPRP.
Termination and amendment	The Board has, subject to certain restrictions contained in the EPRP, the Corporations Act, the Listing Rules or the Company's Constitution, the discretion or power to alter, modify or add to the EPRP.

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ANNEXURE B – TERMS AND CONDITIONS OF NON-EXECUTIVE DIRECTOR OPTIONS

1. Each Option entitles the holder to one ordinary share in the Company.
2. Each of the Options will be exercisable at a price equal to the higher of $0.2888 or 50% above the 5-day Volume Weighted Average Price of the Company's shares before the date Shareholder approval for the grant of the Options is given, rounded up to the next tenth of a cent.
3. Each Option is subject to a 12-month vesting period commencing on the date of issue (following Shareholder approval) and the options will lapse if the director is no longer in service of the Company prior to this vesting date.
4. Each Option is exercisable in whole or in part at any time during the period commencing on the date of vesting (12 months following Shareholder approval) and expiring 3 years following Shareholder approval (**Exercise Period**). Options not exercised before the expiry of the Exercise Period will lapse.
5. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price per Option in cleared funds.
6. The Company will not apply to ASX for official quotation of the Options.
7. The Company will make application for official quotation on ASX of new shares allotted on exercise of the Options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the Options will qualify for dividends declared after the date of their allotment.
8. Options can only be transferred with Board approval, except that if at any time before expiry of the Exercise Period the optionholder dies, the legal personal representative of the deceased optionholder may:
   (i) elect to be registered as the new holder of the Options;
   (ii) whether or not he becomes so registered, exercise those Options in accordance with the terms and conditions on which they were granted; and
   (iii) if the deceased has already exercised Options, pay the exercise price in respect of those Options.
9. An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the Option has been exercised and shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
10. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the Option is exercisable will be increased by the number of ordinary shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.

11. If the Company makes a rights issue (other than a bonus issue), the exercise price of Options on issue will be reduced according to the following formula:

$$A = O - \frac{E\,[P - (S + D)]}{(N + 1)}$$

Where:

A = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying ordinary shares into which one Option is exercisable;

P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex-rights date or ex-traded Option exercises);

S = the subscription price for a security under the pro rata issue;

D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

12. If, during the currency of the Options the issued capital of the Company is reorganised, those Options will be reorganised to the extent necessary to comply with ASX Listing Rules

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SUNSTONE METALS
ABN 68 123 184 412

Need assistance?

Phone:
1300 361 860 (within Australia)
+61 3 9415 5000 (outside Australia)

Online:
www.investorcentre.com/contact

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YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (Melbourne time) on Tuesday, 3 November 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

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

Lodge your Proxy Form:

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: 189125

SRN/HIN:

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.

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☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Sunstone Metals Limited hereby appoint

☐ **the Chairman of the Meeting** **OR** _____

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

Or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Sunstone Metals Limited to be held at HLB Mann Judd Offices, Level 9, 550 Bourke St, Melbourne VIC 3000 on Thursday, 5 November 2026 at 10.00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 3, 4, 5 and 6 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 3, 4, 5 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 3, 4, 5 and 6 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.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Re-election of Director, Mr Malcolm Norris	☐	☐	☐
Resolution 3	Issue of Performance Rights to Mr Patrick Duffy	☐	☐	☐
Resolution 4	Issue of Options to Mr Malcolm Norris	☐	☐	☐
Resolution 5	Issue of Options to Mr Neal O'Connor	☐	☐	☐
Resolution 6	Issue of Options to Mr Stephen Stroud	☐	☐	☐
Resolution 7	Approval of 10% Placement Facility	☐	☐	☐
Resolution 8	Renewal of proportional takeover bid provisions	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s)

This section must be completed.

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

Update your communication details *(Optional)*

Mobile Number _____

Email Address _____

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